

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Fisher Andrew</u>			2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>General Counsel</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2025</u>			
<u>3 MORE LONDON RIVERSIDE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>LONDON X0 SE1 2RE</u>		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares ⁽¹⁾	08/01/2025		M		20,888	A	\$0	427,487	D	
Ordinary Shares ⁽¹⁾	08/01/2025		s ⁽²⁾		9,584	D	\$13.1437 ⁽³⁾	417,903 ⁽⁴⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units ⁽⁵⁾	(5)	08/01/2025		M			20,888	(6)	(5)	Ordinary Shares ⁽¹⁾	20,888	\$0	146,168	D	

Explanation of Responses:

1. Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
2. The sale reported in the Form 4 represents a mandatory "sell-to-cover" transaction for the purpose of satisfying the reporting person's tax withholding obligation upon the vesting of the restricted stock units ("RSUs").
3. The price reported represents the sale price of the ADSs divided by eight (8).
4. Consists of (i) 300,000 Ordinary Shares underlying Restricted Share Units, each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer (which are represented by 37,500 ADSs), (ii) 117,896 Ordinary Shares underlying 14,737 ADSs, and (iii) 7 Ordinary Shares.
5. Represents an award of performance-based RSUs covering ADSs, which is presented in terms of the equivalent number of Ordinary Shares underlying the ADSs. Each RSU represents a contingent right to receive one (1) ADS of the Issuer. Each ADS represents eight (8) Ordinary Shares of the Issuer. The RSUs have no expiration date.
6. The RSUs were earned upon the determination by the Board of Directors of the Issuer (the "Determination Date") that certain performance metrics related to Q1 2025 had been achieved. The RSUs vested as to 34% of the total shares on the Determination Date, and vest as to the remainder of the shares in equal quarterly installments over a two year period on each of August 1, November 1, February 1 and May 1, subject to the Reporting Person's continued service to the Issuer on each vesting date.

/s/ Andrew Fisher08/05/2025

** Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.