

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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.

1. Name and Address of Reporting Person* <u>Sinha Vikas</u> (Last) (First) (Middle) <u>3 MORE LONDON RIVERSIDE</u> (Street) <u>LONDON</u> <u>X0</u> <u>SE1 2RE</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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⁾	04/29/2025		M		15,048	A	\$1.7	89,488	D	
Ordinary Shares ⁽¹⁾	04/29/2025		S ⁽²⁾		15,048	D	\$8.9208	74,440	D	
Ordinary Shares ⁽¹⁾	04/29/2025		M		4,952	A	\$0.5038	79,392	D	
Ordinary Shares ⁽¹⁾	04/29/2025		S ⁽²⁾		4,952	D	\$8.9208	74,440 ⁽³⁾	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				
Share Options (Right to Buy)	\$1.7 ⁽⁴⁾	04/29/2025		M			15,048 ⁽⁴⁾	⁽⁵⁾	04/26/2027	Ordinary Shares	15,048 ⁽⁴⁾	\$0	80,952 ⁽⁴⁾	D	
Share Options (Right to Buy)	\$0.5038 ⁽⁴⁾	04/29/2025		M			4,952 ⁽⁴⁾	⁽⁵⁾	04/27/2032	Ordinary Shares	4,952 ⁽⁴⁾	\$0	195,048 ⁽⁴⁾	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 was effected pursuant to a Rule 10b5-1 instruction adopted by the Reporting Person on November 6, 2024, solely with the intent to cover payment of the exercise price.
3. Consists of 74,440 Ordinary Shares represented by 9,305 ADSs.
4. The number of securities underlying the option and the exercise price therefor are listed in terms of Ordinary Shares, however, each security is represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
5. The option is fully vested.

/s/ Andrew Fisher, Attorney-in-fact for Vikas Sinha 05/01/2025

** Signature of Reporting Person Date

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.