

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Verona Pharma plc

(Name of Issuer)

Ordinary Shares, nominal value GBP0.05 per share

(Title of Class of Securities)

925050106

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 925050106

- 1

Names of Reporting Persons

RA Capital Management, L.P.

Check the appropriate box if a member of a Group (see instructions)
- 2

☐ (a)

☐ (b)
- 3

Sec Use Only

Citizenship or Place of Organization
- 4

DELAWARE

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	7,777,942.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	7,777,942.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	7,777,942.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	8.9 %
12	Type of Reporting Person (See Instructions)
	IA, PN

SCHEDULE 13G

CUSIP No. 925050106

1	Names of Reporting Persons
	Peter Kolchinsky
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	UNITED STATES
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	7,777,942.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	7,777,942.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	7,777,942.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐

11	Percent of class represented by amount in row (9)
	8.9 %
12	Type of Reporting Person (See Instructions)
	HC, IN

SCHEDULE 13G

CUSIP No. 925050106

1	Names of Reporting Persons
	Rajeev Shah
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	UNITED STATES
	Sole Voting Power
5	0.00
Number of	Shared Voting Power
Shares	6
Beneficially	7,777,942.00
Owned by	Sole Dispositive Power
Each	7
Reporting	0.00
Person	Shared Dispositive
With:	Power
	8
	7,777,942.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	7,777,942.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	8.9 %
12	Type of Reporting Person (See Instructions)
	HC, IN

SCHEDULE 13G

CUSIP No. 925050106

1	Names of Reporting Persons
	RA Capital Healthcare Fund, L.P.
2	Check the appropriate box if a member of a Group (see instructions)

☐ (a)
☐ (b)
3 Sec Use Only
Citizenship or Place of Organization

4 DELAWARE
Sole Voting Power
5 0.00
Number of Shares Beneficially Owned by Each Reporting Person
6 Shared Voting Power
7,777,942.00
Sole Dispositive Power
7 0.00
With: Shared Dispositive
8 Power
7,777,942.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,777,942.00
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10 ☐
Percent of class represented by amount in row (9)

11 8.9 %
Type of Reporting Person (See Instructions)

12 PN

SCHEDULE 13G

Item 1.

(a) Name of issuer:
Verona Pharma plc
Address of issuer's principal executive offices:
(b) 3 More London Riverside, London, X0, SE1 2RE.

Item 2.

Name of person filing:
(a) The names of the persons filing this report (collectively, the "Reporting Persons") are: RA Capital Management, L.P. ("RA Capital") Peter Kolchinsky Rajeev Shah RA Capital Healthcare Fund, L.P. (the "Fund") The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
Address or principal business office or, if none, residence:
(b) The address of the principal business office of each of the Reporting Persons is: c/o RA Capital Management, L.P., 200 Berkeley Street, 18th Floor, Boston MA 02116
Citizenship:
(c) RA Capital and the Fund are Delaware limited partnerships. Dr. Kolchinsky and Mr. Shah are United States citizens.
Title of class of securities:
(d) Ordinary Shares, nominal value GBP0.05 per share
CUSIP No.:
(e) 925050106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

Row 9 of each Reporting Person's cover page to this Schedule 13G sets forth the equivalent number of American Depository Shares ("ADSs") of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference. Each ADS represents 8 Ordinary Shares of the Issuer. The Fund directly holds (i) 1,766,830 ADSs (or the equivalent of 14,134,640 Ordinary Shares), and (ii) 48,088,896 non-voting Ordinary Shares (or the equivalent of 6,011,112 ADSs) that the Fund has the right to redesignate as 48,088,896 Ordinary Shares ("Non-Voting Ordinary Shares"), subject to a Beneficial Ownership Blocker (as defined below). The Non-Voting Ordinary Shares may be redesignated as Ordinary Shares at the election of the holder (the "Redesignation Right"). The agreement governing the terms of the Redesignation Right contains a provision (the "Beneficial Ownership Blocker"), which precludes the Non-Voting Ordinary Shares from being redesignated to the extent that, following the election of such redesignation, the holder, together with its affiliates and any other person acting together with the holder as a "group" (as defined in the rules under the Securities Exchange Act of 1934 (the "Act")), would

(a) beneficially own more than 9.99% of the Ordinary Shares outstanding (including any Ordinary Shares represented by ADSs). RA Capital Healthcare Fund GP, LLC is the general partner of the Fund. The general partner of RA Capital is RA Capital Management GP, LLC, of which Dr. Kolchinsky and Mr. Shah are the controlling persons. RA Capital serves as investment adviser for the Fund and may be deemed a beneficial owner, for purposes of Section 13(d) of the Act, of any securities of the Issuer held by the Fund. The Fund has delegated to RA Capital the sole power to vote and the sole power to dispose of all securities held in the Fund's portfolio, including the shares of the Issuer's Ordinary Shares reported herein. Because the Fund has divested voting and investment power over the reported securities it holds and may not revoke that delegation on less than 61 days' notice, the Fund disclaims beneficial ownership of the securities it holds for purposes of Section 13(d) of the Act. As managers of RA Capital, Dr. Kolchinsky and Mr. Shah may be deemed beneficial owners, for purposes of Section 13(d) of the Act, of any securities of the Issuer beneficially owned by RA Capital. RA Capital, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of the securities reported in this Schedule 13G other than for the purpose of determining their obligations under Section 13(d) of the Act, and the filing of this Schedule 13G shall not be deemed an admission that either RA Capital, Dr. Kolchinsky, or Mr. Shah is the beneficial owner of such securities for any other purpose.

Percent of class:

- (b) Row 11 of each Reporting Person's cover page to this Schedule 13G sets forth the percentages of securities of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference. Such percentage is based upon the sum of (i) 654,649,358 outstanding Ordinary Shares as of October 28, 2024, as reported in the Issuer's Form 10-Q filed on November 4, 2024, which if all held in ADS form would be represented by 81,831,170 ADSs, and (ii) 48,088,896 Non-Voting Ordinary Shares (or the equivalent of 6,011,112 ADSs), all of which may be redesignated as 48,088,896 Ordinary Shares pursuant to the Redesignation Right. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:

Row 5 of each Reporting Person's cover page to this Schedule 13G sets forth the sole power to vote or to direct the vote of securities of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference.

(ii) Shared power to vote or to direct the vote:

Row 6 of each Reporting Person's cover page to this Schedule 13G sets forth the shared power to vote or to direct the vote of securities of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference.

(iii) Sole power to dispose or to direct the disposition of:

Row 7 of each Reporting Person's cover page to this Schedule 13G sets forth the sole power to dispose or to direct the disposition of securities of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of:

Row 8 of each Reporting Person's cover page to this Schedule 13G sets forth the shared power to dispose or to direct the disposition of securities of the Issuer beneficially owned by such Reporting Person as of December 31, 2024 and is incorporated by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RA Capital Management, L.P.

Signature: /s/ Peter Kolchinsky

Name/Title: By Peter Kolchinsky, Authorized Signatory

Date: 02/14/2025

Peter Kolchinsky

Signature: /s/ Peter Kolchinsky

Name/Title: Peter Kolchinsky

Date: 02/14/2025

Rajeev Shah

Signature: /s/ Rajeev Shah

Name/Title: Rajeev Shah

Date: 02/14/2025

RA Capital Healthcare Fund, L.P.

Signature: /s/ Peter Kolchinsky

Name/Title: By RA Capital Healthcare Fund GP, LLC, its
General Partner, By Peter Kolchinsky, Manager

Date: 02/14/2025

Exhibit Information

Exhibit 99.1 Joint Filing Agreement

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 14, 2025, is by and among RA Capital Management, L.P., Peter Kolchinsky, Rajeev Shah, and RA Capital Healthcare Fund, L.P. (the foregoing are collectively referred to herein as the “Filers”).

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to the Ordinary Shares, nominal value £0.05 per share of Verona Pharma plc beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week’s prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

RA CAPITAL MANAGEMENT, L.P.

By: /s/ Peter Kolchinsky
Name: Peter Kolchinsky
Title: Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RAJEEV SHAH

/s/ Rajeev Shah

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Healthcare Fund GP, LLC
Its: General Partner

By: /s/ Peter Kolchinsky
Name: Peter Kolchinsky
Title: Manager