

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

**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

1. Name and Address of Reporting Person* <u>Gover Justin D.</u>  (Last) (First) (Middle) SOVEREIGN HOUSE, VISION PARK, HISTON  (Street) CAMBRIDGE X0 CB24 9BZ  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GW PHARMACEUTICALS PLC [ GWPH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/28/2019		M <sup>(1)</sup>		202,224	A	\$0.0013 <sup>(2)</sup>	743,765	D	
Ordinary Shares	05/28/2019		S		52,680 <sup>(3)</sup>	D	\$15.08 <sup>(4)</sup>	691,085	D	
Ordinary Shares	05/28/2019		S		26,784 <sup>(3)</sup>	D	\$15.17 <sup>(5)</sup>	664,301	D	
Ordinary Shares	05/28/2019		S		56,736 <sup>(3)</sup>	D	\$15.25 <sup>(6)</sup>	607,565	D	
Ordinary Shares	05/28/2019		S		40,728 <sup>(3)</sup>	D	\$15.35 <sup>(7)</sup>	566,837	D	
Ordinary Shares	05/28/2019		S		19,284 <sup>(3)</sup>	D	\$15.43 <sup>(8)</sup>	547,553	D	
Ordinary Shares	05/28/2019		S		6,012 <sup>(3)</sup>	D	\$15.49 <sup>(9)</sup>	541,541	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		Date Exercisable	Expiration Date						Title
Stock Options	\$0.0013 <sup>(2)</sup>	05/28/2019		M		202,224	02/15/2019	03/15/2020	Ordinary Shares	202,224	\$0.00	202,231	D	

**Explanation of Responses:**

- Exercise of stock options. Following the exercise, these shares were converted into American Depositary Shares ("ADS") of the Issuer. Each ADS represents twelve ordinary shares of the Issuer.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.27 U.S. Dollars as of May 28, 2019.
- Represented by ADSs. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 13, 2019.
- The price reported in Column 4 is a weighted average price per ordinary share (\$180.92 per ADS). These shares were sold in multiple transactions at prices ranging from \$180.57 per ADS (or \$15.05 per ordinary share) to \$181.56 per ADS (or \$15.13 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price per ordinary share (\$182.08 per ADS). These shares were sold in multiple transactions at prices ranging from \$181.66 per ADS (or \$15.14 per ordinary share) to \$182.64 per ADS (or \$15.22 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price per ordinary share (\$183.05 per ADS). These shares were sold in multiple transactions at prices ranging from \$182.69 per ADS (or \$15.22 per ordinary share) to \$183.66 per ADS (or \$15.31 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price per ordinary share (\$184.18 per ADS). These shares were sold in multiple transactions at prices ranging from \$183.69 per ADS (or \$15.31 per ordinary share) to \$184.65 per ADS (or \$15.39 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

8. The price reported in Column 4 is a weighted average price per ordinary share (\$185.15 per ADS). These shares were sold in multiple transactions at prices ranging from \$184.73 per ADS (or \$15.39 per ordinary share) to \$185.64 per ADS (or \$15.47 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

9. The price reported in Column 4 is a weighted average price per ordinary share (\$185.87 per ADS). These shares were sold in multiple transactions at prices ranging from \$185.78 per ADS (or \$15.48 per ordinary share) to \$185.95 per ADS (or \$15.50 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

**Remarks:**

/s/ Justin D. Gover

05/30/2019

\*\* 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.

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