

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>Tovey Christopher J.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2019</u>	
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	05/07/2019		M		200,736 ⁽¹⁾	A	\$0.0013 ⁽²⁾	203,239	D	
Ordinary Shares	05/07/2019		S		200,736 ⁽³⁾	D	\$16.14 ⁽⁴⁾	2,503	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
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M			7	06/24/2018	06/24/2025	Ordinary Shares	7	\$0.00	0	D	
Stock Options	\$8.7901 ⁽²⁾	05/07/2019		M			27,924	06/24/2018	06/24/2025	Ordinary Shares	27,924	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M			10,457	02/15/2019	02/15/2026	Ordinary Shares	10,457	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M			139,420	02/15/2019	02/15/2026	Ordinary Shares	139,420	\$0.00	0	D	
Stock Options	\$3.3667 ⁽²⁾	05/07/2019		M			7,508	02/15/2019	02/15/2026	Ordinary Shares	7,508	\$0.00	67,000	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M			6,468	01/06/2019	01/06/2027	Ordinary Shares	6,468	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M			8,952	02/26/2019	02/26/2028	Ordinary Shares	8,952	\$0.00	0	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 = 1.31 U.S. Dollars as of May 7, 2019.
- Represented by ADSs. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2019.
- The exercise price reported is price per ordinary share converted from price per ADS.

Remarks:

/s/ Christopher J. Tovey 05/09/2019

** 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.

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.