
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

GW PHARMACEUTICALS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Porton Down Science Park
Salisbury
Wiltshire
United Kingdom
(44) 198 055-7000
(Address of principal executive offices)

SP4 0JQ
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
American Depositary Shares each representing 12 Ordinary Shares	The NASDAQ Stock Market LLC
Ordinary Shares, par value £0.001 per share	The NASDAQ Stock Market LLC *

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file numbers to which this form relates: **333-187356**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

* Application to be made for listing, not for trading, but only in connection with the registration of the American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission.

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered hereunder is contained in the sections entitled "Dividends and Dividend Policy," "Description of Share Capital," "Description of American Depositary Shares," "Shares and ADSs Eligible For Future Sale" and "Taxation" of the prospectus included as part of the Registrant's Registration Statement on Form F-1 (No. 333-187356), as amended, originally filed with the Securities and Exchange Commission on March 19, 2013 under the Securities Act of 1933, and is hereby incorporated by reference in answer to this Item.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereunder are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

GW PHARMACEUTICALS PLC

By: /s/ Justin Gover
Name: Justin Gover
Title: Chief Executive Officer

Dated: April 26, 2013