

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) 06/15/2020	
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	06/15/2020		M ⁽¹⁾		4,164	A	\$0.0013 ⁽²⁾	458,129 ⁽³⁾	D	
Ordinary Shares	06/15/2020		F ⁽⁴⁾		2,076 ⁽⁵⁾	D	\$10.23 ⁽⁶⁾	456,053	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⁾	06/15/2020		M ⁽¹⁾			4,164	06/15/2020	06/15/2020	Ordinary Shares	4,164	\$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 = 1.25 U.S. Dollars as of June 15, 2020.
- Column 5 of Table I of the reporting person's form 4 filed with the SEC on March 4, 2020 includes 112,548 ordinary shares underlying RSU style share options pursuant to the Issuer's Long-Term Incentive Plan, including (i) 44,880 ordinary shares vesting automatically in two equal installments on February 26, 2021 and 2022, (ii) 51,012 ordinary shares vesting automatically in three equal installments on March 1, 2021, 2022, and 2023, and (iii) 16,656 ordinary shares vesting automatically in four equal installments on June 14, 2020, 2021, 2022, and 2023. These ordinary shares have been excluded from Column 5 of this form 4 and will be reported as each tranche is vested and automatically exercised.
- Mandatory withhold to cover vested RSU style share options.
- Represented by ADS.
- The price reported is price per ordinary share converted from price per ADS.

Remarks:

/s/ Justin D. Gover 06/17/2020

** 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.