

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>GUY GEOFFREY W DR</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> 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) Executive Chairman 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	03/01/2019		M		7 ⁽¹⁾	A	\$0.0013 ⁽²⁾	8,465,528	D	
Ordinary Shares	03/01/2019		M		15,336 ⁽¹⁾	A	\$0.0013 ⁽²⁾	8,480,864	D	
Ordinary Shares	03/01/2019		M		25,914 ⁽¹⁾	A	\$0.0013 ⁽²⁾	8,506,778	D	
Ordinary Shares	03/01/2019		M		345,517 ⁽¹⁾	A	\$0.0013 ⁽²⁾	8,852,295	D	
Ordinary Shares	03/01/2019		M		182,171 ⁽¹⁾	A	\$3.3924 ⁽²⁾	9,034,466	D	
Ordinary Shares	03/01/2019		M		7,055 ⁽¹⁾	A	\$0.0013 ⁽²⁾	9,041,521	D	
Ordinary Shares	03/01/2019		S		300,000 ⁽³⁾	D	\$14.49 ⁽⁴⁾	103,925 ⁽³⁾	I	By personal pension plan
Ordinary Shares	03/04/2019		S		900,000 ⁽⁵⁾	D	\$14.75 ⁽⁴⁾	8,141,521	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	Amount or Number of Shares				
Stock Options	\$0.0013 ⁽²⁾	03/01/2019		M		7		02/15/2018	02/15/2026	Ordinary Shares	7	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	03/01/2019		M		15,336		08/10/2018	08/10/2027	Ordinary Shares	15,336	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	03/01/2019		M		25,914		02/15/2019	02/15/2026	Ordinary Shares	25,914	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	03/01/2019		M		345,517		02/15/2019	02/15/2026	Ordinary Shares	345,517	\$0.00	0	D	
Stock Options	\$3.3924 ⁽²⁾	03/01/2019		M		182,171		02/15/2019	02/15/2026	Ordinary Shares	182,171	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	03/01/2019		M		7,055		02/26/2019	02/26/2028	Ordinary Shares	7,055	\$0.00	9,262	D	
Stock Options ⁽⁶⁾⁽⁷⁾	\$14.33 ⁽⁸⁾	03/01/2019		A		75,252		03/01/2022	03/01/2029	Ordinary Shares	75,252	\$0.00	75,252	D	
Stock Options ⁽⁶⁾	\$0.0013 ⁽²⁾	03/01/2019		A		142,824		03/01/2022	03/01/2029	Ordinary Shares	142,824	\$0.00	142,824	D	
Stock Options ⁽⁶⁾	\$0.0013 ⁽²⁾	03/01/2019		A		10,704		03/01/2020	03/01/2029	Ordinary Shares	10,704	\$0.00	10,704	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	Amount or Number of Shares				
Stock Options ⁽⁶⁾	\$0.0013 ⁽²⁾	03/01/2019		A		10,704		03/01/2021	03/01/2029	Ordinary Shares	10,704	\$0.00	10,704	D	
Stock Options ⁽⁶⁾	\$0.0013 ⁽²⁾	03/01/2019		A		10,704		03/01/2022	03/01/2029	Ordinary Shares	10,704	\$0.00	10,704	D	
Stock Options ⁽⁶⁾	\$0.0013 ⁽²⁾	03/01/2019		A		10,704		03/01/2023	03/01/2029	Ordinary Shares	10,704	\$0.00	10,704	D	

Explanation of Responses:

- Exercise of stock options. Following the exercise, these shares were converted into American Depositary Shares of the Issuer ("ADS"). 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 = 1.32 U.S. Dollars as of March 1, 2019.
- The 300,000 ordinary shares sold pursuant to the reported transaction are represented by ADSs. Following the reported transaction, 103,920 shares of the remaining shares are represented by ADSs.
- The price reported in Column 4 is price per ordinary share converted from price per ADS.
- Represented by ADSs.
- Granted pursuant to the Issuer's Long-Term Incentive Plan
- The reported options are options to purchase ADSs.
- The exercise price reported is price per ordinary share converted from price per ADS (\$172.01).

Remarks:

/s/ Geoffrey W. Guy 03/05/2019

** 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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