

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Giacobello Scott M.</u>			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) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2019</u>					
SOVEREIGN HOUSE, VISION PARK, HISTON			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street) <u>CAMBRIDGE X0 CB24 9BZ</u>								
(City) (State) (Zip)								

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	05/18/2019		M ⁽¹⁾		8,136	A	\$0.0013 ⁽²⁾	91,320 ⁽³⁾	D	
Ordinary Shares	05/20/2019		S		4,224 ⁽⁴⁾	D	\$14.52 ⁽⁵⁾	87,096	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						Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$0.0013 ⁽²⁾	05/18/2019		M		8,136	05/18/2019	05/18/2019 ⁽⁶⁾	Ordinary Shares	8,136	\$0.00	0	D	

Explanation of Responses:

- Vesting of restricted stock units previously reported as stock options on the reporting person's Form 3 filed on October 1, 2018. These ordinary shares are subsequently converted into American Depositary Shares ("ADS") 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 17, 2019.
- Includes 47,496 and 25,152 ordinary shares underlying restricted stock units previously reported as stock options on the reporting person's Form 3 filed on October 1, 2018 and Form 4 filed on March 5, 2019, respectively.
- Represented by ADSs.
- The price reported in Column 4 is price per ordinary share converted from price per ADS.
- The reporting person's Form 3 filed on October 1, 2018 contained stock options to purchase 8,136 ordinary shares vesting on May 18, 2019 and expiring on March 15, 2020. These securities are restricted stock units with a nominal exercise price and vest automatically upon vesting date.

Remarks:

/s/ Scott M. Giacobello 05/21/2019
 ** 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.