

| 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*<br><u>Gover Justin D.</u><br><br>(Last) (First) (Middle)<br>SOVEREIGN HOUSE, VISION PARK, HISTON<br><br>(Street)<br>CAMBRIDGE X0 CB24 9BZ<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br>GW PHARMACEUTICALS PLC [ GWPH ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Executive Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/26/2019                 |   |
| 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                 | 02/26/2019                           |  | M                              |   | 22,440 <sup>(1)</sup>   | A          | \$0.0013 <sup>(2)</sup> | 392,885   | D  |   |
| Ordinary Shares                 | 02/26/2019                           |  | S                              |   | 11,016 <sup>(3)</sup>   | D          | \$12.45 <sup>(4)</sup>  | 381,869   | D  |   |
| Ordinary Shares                 | 02/26/2019                           |  | S                              |   | 96 <sup>(3)</sup>   | D          | \$12.28 <sup>(4)</sup>  | 381,773   | 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 |   |  |  |   |  | Title |
| Stock Options                              | \$0.0013 <sup>(2)</sup>                                | 02/26/2019                           |  | M                              |   | 22,440   | 02/26/2019   | 03/15/2020      | Ordinary Shares   | 22,440                                     | \$0.00   | 0   | D  |       |

**Explanation of Responses:**

- Exercise of stock options. Following the exercise, these shares were converted into 1,870 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 = 1.29 U.S. Dollars as of February 26, 2019.
- These ordinary shares are represented by ADSs.
- The price reported is price per ordinary share converted from price per ADS.

**Remarks:**

/s/ Justin D. Gover 02/28/2019  
 \*\* 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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