

**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>George Adam D.</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) <u>Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</u>					
<u>SOVEREIGN HOUSE, VISION PARK, HISTON</u>			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			

**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 <sup>(1)(2)</sup>	\$14.33 <sup>(3)</sup>	03/01/2019		A		41,280		03/01/2022	03/01/2029	Ordinary Shares	41,280	\$0.00	41,280	D	
Stock Options <sup>(1)</sup>	\$0.0013 <sup>(4)</sup>	03/01/2019		A		78,336		03/01/2022	03/01/2029	Ordinary Shares	78,336	\$0.00	78,336	D	
Stock Options <sup>(1)</sup>	\$0.0013 <sup>(4)</sup>	03/01/2019		A		5,868		03/01/2020	03/01/2029	Ordinary Shares	5,868	\$0.00	5,868	D	
Stock Options <sup>(1)</sup>	\$0.0013 <sup>(4)</sup>	03/01/2019		A		5,868		03/01/2021	03/01/2029	Ordinary Shares	5,868	\$0.00	5,868	D	
Stock Options <sup>(1)</sup>	\$0.0013 <sup>(4)</sup>	03/01/2019		A		5,868		03/01/2022	03/01/2029	Ordinary Shares	5,868	\$0.00	5,868	D	
Stock Options <sup>(1)</sup>	\$0.0013 <sup>(4)</sup>	03/01/2019		A		5,868		03/01/2023	03/01/2029	Ordinary Shares	5,868	\$0.00	5,868	D	

**Explanation of Responses:**

- Granted pursuant to the Issuer's Long-Term Incentive Plan.
- The reported options are options to purchase American Depositary Shares of the Issuer ("ADS"). Each ADS represents twelve ordinary shares of the Issuer.
- The exercise price reported is price per ordinary share converted from price per ADS (\$172.01).
- 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.

**Remarks:**

/s/ Adam D. George 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.

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.