

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>Brown Cabot</u>  (Last) (First) (Middle) <u>SOVEREIGN HOUSE, VISION PARK, HISTON</u>  (Street) <u>CAMBRIDGE X0 CB24 9BZ</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2019</u>	
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	01/03/2019		M		3,580 <sup>(1)</sup>	A	\$0.0013 <sup>(2)</sup>	23,808 <sup>(3)</sup>	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
Stock Options	\$0.0013 <sup>(2)</sup>	01/03/2019		M		3,580 <sup>(1)</sup>	(4)	(4)	Ordinary Shares	3,580	\$0.00	0 <sup>(4)</sup>	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. Each ADS represents twelve ordinary shares of the Issuer. Inadvertently late filing.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.31 U.S. Dollars as of March 13, 2019.
- Includes 7,160 and 9,432 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.
- The reporting person's Form 3 filed on October 1, 2018 contained stock options to purchase 10,740 ordinary shares vesting on January 3, 2021 and expiring on March 15, 2022. These securities are restricted stock units with a nominal exercise price and vest automatically upon vesting date. The correct vesting schedule of these restricted stock units is as follows: 3,580 ordinary shares vested on January 3, 2019; 3,580 ordinary shares will vest on January 3, 2020; and 3,580 ordinary shares will vest on January 3, 2021. The remaining securities following the reported transaction are reported in Column 5 of Table I.

**Remarks:**

/s/ Cabot Brown 03/15/2019  
 \*\* 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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