

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> _____ (Last) (First) (Middle) SOVEREIGN HOUSE, VISION PARK, HISTON _____ (Street) CAMBRIDGE X0 CB24 9BZ _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GW PHARMACEUTICALS PLC [GWPH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2019	
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	05/07/2019		M		258,324 ⁽¹⁾	A	\$0.0013 ⁽²⁾	268,324	D	
Ordinary Shares	05/07/2019		S		258,324 ⁽³⁾	D	\$16.1 ⁽⁴⁾	10,000	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
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		31,144		(5)	07/19/2020	Ordinary Shares	31,144	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		39,121		(6)	09/24/2023	Ordinary Shares	39,121	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		46,071		(6)	08/12/2024	Ordinary Shares	46,071	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		59,128		(7)	06/24/2025	Ordinary Shares	59,128	\$0.00	3,620	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		69,924		(8)	02/15/2026	Ordinary Shares	69,924	\$0.00	97,018	D	
Stock Options	\$0.0013 ⁽²⁾	05/07/2019		M		12,936		(9)	01/06/2027	Ordinary Shares	12,936	\$0.00	99,180	D	

Explanation of Responses:

- Exercise of stock options. Following the exercise, these shares were converted into American Depositary Shares ("ADS") of the Issuer. 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 = 1.31 U.S. Dollars as of May 7, 2019.
- Represented by ADSs. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2019.
- The exercise price reported is price per ordinary share converted from price per ADS.
- Granted pursuant to the Issuer's Enterprise Management Incentive Scheme and fully vested.
- Granted pursuant to the Issuer's Long-Term Incentive Plan and fully vested.
- Granted pursuant to the Issuer's Long-Term Incentive Plan, of which 3,620 shares will vest on June 24, 2019 and the rest have vested.
- Granted pursuant to the Issuer's Long-Term Incentive Plan, of which 9,632 shares will vest on February 15, 2020, and the rest have vested.
- Granted pursuant to the Issuer's Long-Term Incentive Plan, of which 92,712 shares will vest on January 6, 2020, 6,468 shares will vest on January 6, 2021 and the rest have vested

Remarks:

/s/ Adam D. George

05/09/2019

** 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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