

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>Knappertz Volker</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 <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>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</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	03/01/2019		S		3,732 ⁽¹⁾	D	\$14.46 ⁽²⁾	8,736	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 ⁽³⁾⁽⁴⁾	\$14.33 ⁽⁵⁾	03/01/2019		A		48,252		03/01/2022	03/01/2029	Ordinary Shares	48,252	\$0.00	48,252	D	
Stock Options ⁽³⁾	\$0.0013 ⁽⁶⁾	03/01/2019		A		91,584		03/01/2022	03/15/2023	Ordinary Shares	91,584	\$0.00	91,584	D	
Stock Options ⁽³⁾	\$0.0013 ⁽⁶⁾	03/01/2019		A		6,864		03/01/2020	(7)	Ordinary Shares	6,864	\$0.00	6,864	D	
Stock Options ⁽³⁾	\$0.0013 ⁽⁶⁾	03/01/2019		A		6,864		03/01/2021	(7)	Ordinary Shares	6,864	\$0.00	6,864	D	
Stock Options ⁽³⁾	\$0.0013 ⁽⁶⁾	03/01/2019		A		6,864		03/01/2022	(7)	Ordinary Shares	6,864	\$0.00	6,864	D	
Stock Options ⁽³⁾	\$0.0013 ⁽⁶⁾	03/01/2019		A		6,864		03/01/2023	(7)	Ordinary Shares	6,864	\$0.00	6,864	D	

Explanation of Responses:

1. Represented by American Depositary Shares of the Issuer ("ADS"). Each ADS represents twelve ordinary shares of the Issuer.
2. The price reported in Column 4 is price per ordinary share converted from price per ADS.
3. Granted pursuant to the Issuer's Long-Term Incentive Plan.
4. The reported options are options to purchase ADSs.
5. The exercise price reported is price per ordinary share converted from price per ADS (\$172.01).
6. 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.
7. These stock options will vest automatically on exercisable date.

Remarks:

/s/ Volker Knappertz 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.

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