

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>Gangolli Julian S</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>President, North America</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2019</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	05/10/2019		M		403,804 <sup>(1)</sup>	A	\$0.0013 <sup>(2)</sup>	510,352	D	
Ordinary Shares	05/10/2019		M		75,369 <sup>(1)</sup>	A	\$10.61 <sup>(3)</sup>	585,721	D	
Ordinary Shares	05/10/2019		M		192,755 <sup>(1)</sup>	A	\$3.72 <sup>(4)</sup>	778,476	D	
Ordinary Shares	05/10/2019		S		117,876 <sup>(5)</sup>	D	\$14.63 <sup>(6)</sup>	660,600	D	
Ordinary Shares	05/10/2019		S		81,156 <sup>(5)</sup>	D	\$14.7 <sup>(7)</sup>	579,444	D	
Ordinary Shares	05/10/2019		S		65,268 <sup>(5)</sup>	D	\$14.8 <sup>(8)</sup>	514,176	D	
Ordinary Shares	05/10/2019		S		208,260 <sup>(5)</sup>	D	\$14.88 <sup>(9)</sup>	305,916	D	
Ordinary Shares	05/10/2019		S		145,164 <sup>(5)</sup>	D	\$14.96 <sup>(10)</sup>	160,752	D	
Ordinary Shares	05/10/2019		S		12,048 <sup>(5)</sup>	D	\$15.03 <sup>(11)</sup>	148,704	D	
Ordinary Shares	05/10/2019		S		31,368 <sup>(5)</sup>	D	\$15.12 <sup>(12)</sup>	117,336	D	
Ordinary Shares	05/10/2019		S		10,788 <sup>(5)</sup>	D	\$15.19 <sup>(13)</sup>	106,548	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 <sup>(2)</sup>	05/10/2019		M			27,419	02/15/2019	03/15/2020	Ordinary Shares	27,419	\$0.00	0	D	
Stock Options	\$0.0013 <sup>(2)</sup>	05/10/2019		M			365,591	02/15/2019	03/15/2020	Ordinary Shares	365,591	\$0.00	0	D	
Stock Options	\$0.0013 <sup>(2)</sup>	05/10/2019		M			10,788	01/06/2019	03/15/2020	Ordinary Shares	10,788	\$0.00	0	D	
Stock Options	\$10.61 <sup>(3)</sup>	05/10/2019		M			75,369	06/24/2018	06/24/2025	Ordinary Shares	75,369	\$0.00	0	D	
Stock Options	\$3.72 <sup>(4)</sup>	05/10/2019		M			192,755	02/15/2019	02/15/2026	Ordinary Shares	192,755	\$0.00	0	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 <sup>(2)</sup>	05/10/2019		M			6	(14)	12/24/2019	Ordinary Shares	6	\$0.00	10,603	D	

**Explanation of Responses:**

1. Exercise of stock options. Following the exercise, these shares were converted into American Depositary Shares of the Issuer ("ADS"). Each ADS represents twelve ordinary shares of the Issuer.
2. Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.30 U.S. Dollars as of May 10, 2019.
3. The exercise price was previously reported to be \$8.7364 on the Reporting Person's form 3 filed with the SEC on October 1, 2018 due to an administrative error.
4. The exercise price was previously reported to be \$3.3461 on the Reporting Person's form 3 filed with the SEC on October 1, 2018 due to an administrative error.
5. Represented by ADSs. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2019.
6. The price reported in Column 4 is a weighted average price per ordinary share (\$175.57 per ADS). These shares were sold in multiple transactions at prices ranging from \$174.99 per ADS (or \$14.58 per ordinary share) to \$175.98 per ADS (or \$14.67 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
7. The price reported in Column 4 is a weighted average price per ordinary share (\$176.40 per ADS). These shares were sold in multiple transactions at prices ranging from \$175.99 per ADS (or \$14.67 per ordinary share) to \$176.87 per ADS (or \$14.74 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
8. The price reported in Column 4 is a weighted average price per ordinary share (\$177.58 per ADS). These shares were sold in multiple transactions at prices ranging from \$177.01 per ADS (or \$14.75 per ordinary share) to \$177.90 per ADS (or \$14.83 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
9. The price reported in Column 4 is a weighted average price per ordinary share (\$178.60 per ADS). These shares were sold in multiple transactions at prices ranging from \$178.02 per ADS (or \$14.84 per ordinary share) to \$179.00 per ADS (or \$14.92 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
10. The price reported in Column 4 is a weighted average price per ordinary share (\$179.49 per ADS). These shares were sold in multiple transactions at prices ranging from \$179.07 per ADS (or \$14.92 per ordinary share) to \$180.01 per ADS (or \$15.00 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
11. The price reported in Column 4 is a weighted average price per ordinary share (\$180.36 per ADS). These shares were sold in multiple transactions at prices ranging from \$180.13 per ADS (or \$15.01 per ordinary share) to \$180.44 per ADS (or \$15.04 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
12. The price reported in Column 4 is a weighted average price per ordinary share (\$181.46 per ADS). These shares were sold in multiple transactions at prices ranging from \$181.28 per ADS (or \$15.11 per ordinary share) to \$181.65 per ADS (or \$15.14 per ordinary share), inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
13. The price reported in Column 4 is price per ordinary share converted from price per ADS (\$182.32 per ADS).
14. These stock options will originally vest on June 24, 2019. Stock options to acquire 6 ordinary shares were accelerated.

**Remarks:**

Effective May 11, 2019, the Reporting Person is no longer an officer of the Issuer.

/s/ Julian Gangolli

05/14/2019

\*\* 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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