

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gover Justin 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</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</u>	<u>X0</u>	<u>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			
Ordinary Shares	02/26/2021		M <sup>(1)</sup>		22,440	A	\$0.0014 <sup>(2)</sup>	22,445	D	
Ordinary Shares	02/26/2021		F <sup>(3)</sup>		11,086 <sup>(4)</sup>	D	\$17.9 <sup>(5)</sup>	11,359	D	
Ordinary Shares	02/26/2021		M <sup>(1)</sup>		299,196	A	\$0.0014 <sup>(2)</sup>	310,555	D	
Ordinary Shares	02/26/2021		F <sup>(3)</sup>		147,806 <sup>(4)</sup>	D	\$17.9 <sup>(5)</sup>	162,749	D	
Ordinary Shares	02/26/2021		M <sup>(1)</sup>		24	A	\$0.0014 <sup>(2)</sup>	162,773	D	
Ordinary Shares	02/26/2021		F <sup>(3)</sup>		12 <sup>(4)</sup>	D	\$17.9 <sup>(5)</sup>	162,761	D	
Ordinary Shares	02/26/2021		M <sup>(1)</sup>		101,412	A	\$0.0014 <sup>(2)</sup>	264,173	D	
Ordinary Shares	02/26/2021		F <sup>(3)</sup>		49,992 <sup>(4)</sup>	D	\$17.9 <sup>(5)</sup>	214,181	D	
Ordinary Shares	03/01/2021		M <sup>(1)</sup>		17,004	A	\$0.0014 <sup>(2)</sup>	231,185	D	
Ordinary Shares	03/01/2021		F <sup>(3)</sup>		8,412 <sup>(4)</sup>	D	\$17.85 <sup>(5)</sup>	222,773	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	Amount or Number of Shares				
Share Options	\$0.0014 <sup>(2)</sup>	02/26/2021		M <sup>(1)</sup>		22,440		02/26/2021	02/26/2021	Ordinary Shares	22,440	\$0.00	0	D	
Share Options	\$0.0014 <sup>(2)</sup>	02/26/2021		M <sup>(1)</sup>		299,196		02/26/2021	02/26/2021	Ordinary Shares	299,196	\$0.00	0	D	
Share Options	\$0.0014 <sup>(2)</sup>	02/26/2021		M <sup>(1)</sup>		24		02/26/2021	02/26/2021	Ordinary Shares	24	\$0.00	0	D	
Share Options	\$0.0014 <sup>(2)</sup>	02/26/2021		M <sup>(1)</sup>		101,436		02/26/2021	02/26/2021	Ordinary Shares	101,436	\$0.00	0	D	
Share Options	\$0.0014 <sup>(6)</sup>	03/01/2021		M <sup>(1)</sup>		17,004		03/01/2021	03/01/2021	Ordinary Shares	17,004	\$0.00	0	D	

**Explanation of Responses:**

- Exercise of share 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 = 1.39 U.S. Dollars as of February 26, 2021.
- Withhold to cover vested RSU style share options.
- Represented by ADS.
- The price reported is price per ordinary share converted from price per ADS.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.39 U.S. Dollars as of March 1, 2021.

**Remarks:**

/s/ Justin D. Gover 03/02/2021  
\*\* 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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