

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Cline Darren S</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>U.S. Chief Commercial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2021</u>					
SOVEREIGN HOUSE, VISION PARK, HISTON			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 X0 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	05/05/2021		D		5,556	D	(1)(2)	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
Share Options	\$15.3017	05/05/2021		D			54,192	(3)	05/28/2029	Ordinary Shares	54,192	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			22,068	(3)	(5)	Ordinary Shares	22,068	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			98,040	(3)	(5)	Ordinary Shares	98,040	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			106,320	(3)	(5)	Ordinary Shares	106,320	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			177,180	(3)	(5)	Ordinary Shares	177,180	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			46,896	(4)	(5)	Ordinary Shares	46,896	(4)	0	D	
Share Options	\$0.0017	05/05/2021		D			75,024	(4)	(5)	Ordinary Shares	75,024	(4)	0	D	

Explanation of Responses:

- On May 5, 2021, Jazz Pharmaceuticals Public Limited Company, a public limited company incorporated in the Republic of Ireland ("Jazz"), Jazz Pharmaceuticals UK Holdings Limited, a private limited company incorporated in England and Wales and an indirect wholly owned subsidiary of Jazz ("Bidco") and the DR Nominee (as defined in the Transaction Agreement) acquired all outstanding ordinary shares, par value British Pound Sterling 0.001 per share, of GW Pharmaceuticals plc, a public limited company incorporated in England and Wales (the "Company"), by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the "Scheme of Arrangement") (continued in footnote 2).
- At the effective time of the Scheme of Arrangement, Scheme Shareholders (as defined in the Scheme of Arrangement) became entitled to receive for each Scheme Share (as defined in the Scheme of Arrangement) held by them an amount equal to \$16.66 2/3 in cash plus 0.010030 ordinary shares, nominal value \$0.0001 per share, of Jazz ("Jazz ordinary shares"). The transaction is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 15, 2021.
- Pursuant to the Transaction Agreement, dated as of February 3, 2021 (the "Transaction Agreement"), by and among the Company, Jazz and Bidco, these share options vested (to the extent unvested) and were canceled in connection with the closing of the transactions contemplated by the Transaction Agreement in exchange for an all-cash payment equal to the value of the share options based on the value of the transaction consideration.
- Pursuant to the Transaction Agreement, one-third of these share options vested and were canceled in connection with the closing of the transactions contemplated by the Transaction Agreement in exchange for an all-cash payment equal to the value of the share options based on the value of the transaction consideration, and the remaining two-thirds were converted into an option to acquire Jazz ordinary shares (with any performance goals deemed fully satisfied), half of which will vest on March 2, 2022 and half of which will vest on March 2, 2023.
- These stock options were granted with automatic vesting on exercisable date.

Remarks:

/s/ Darren S. Cline 05/07/2021
** 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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