

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 1940Check 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>GUY GEOFFREY W DR</u> (Last) (First) (Middle) <u>SOVEREIGN HOUSE, VISION PARK, HISTON</u> (Street) <u>CAMBRIDGE X0 CB24 9BZ</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/03/2020</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		

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	11/03/2020		M ⁽¹⁾		9,732	A	\$0.0013 ⁽²⁾	5,511,253	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		25,913	A	\$0.0013 ⁽²⁾	5,537,166	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		15,336	A	\$0.0013 ⁽²⁾	5,552,502	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		15,336	A	\$0.0013 ⁽²⁾	5,567,838	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		204,552	A	\$0.0013 ⁽²⁾	5,772,390	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		9,262	A	\$0.0013 ⁽²⁾	5,781,652	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		16,317	A	\$0.0013 ⁽²⁾	5,797,969	D	
Ordinary Shares	11/03/2020		M ⁽¹⁾		10,704	A	\$0.0013 ⁽²⁾	5,808,673	D	
Ordinary Shares	11/03/2020		S ⁽³⁾		56,388 ⁽⁴⁾	D	\$8.37 ⁽⁵⁾	5,752,285	D	
Ordinary Shares	11/03/2020		S ⁽³⁾		140,040 ⁽⁴⁾	D	\$8.48 ⁽⁶⁾	5,612,245	D	
Ordinary Shares	11/03/2020		S ⁽³⁾		92,724 ⁽⁴⁾	D	\$8.54 ⁽⁷⁾	5,519,521	D	
Ordinary Shares	11/03/2020		S ⁽³⁾		18,000 ⁽⁴⁾	D	\$8.59 ⁽⁸⁾	5,501,521	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⁾	11/03/2020		M ⁽¹⁾			9,740.25	06/24/2019	06/24/2025	Ordinary Shares	9,732	\$0.00	8	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			25,913	02/15/2020	02/15/2026	Ordinary Shares	25,913	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			15,336	08/10/2019	08/10/2027	Ordinary Shares	15,336	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			15,336	08/10/2020	08/10/2027	Ordinary Shares	15,336	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			204,552	08/10/2020	08/10/2027	Ordinary Shares	204,552	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			9,262	02/26/2019	02/26/2028	Ordinary Shares	9,262	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			16,317	02/26/2020	02/26/2028	Ordinary Shares	16,317	\$0.00	0	D	
Stock Options	\$0.0013 ⁽²⁾	11/03/2020		M ⁽¹⁾			10,704	03/01/2020	03/01/2029	Ordinary Shares	10,704	\$0.00	0	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 November 3, 2020.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 18, 2020.
- Represented by ADS.
- The price reported in Column 4 is a weighted average price per ordinary share (\$100.49 per ADS). These shares were sold in multiple transactions at prices ranging from \$100.00 per ADS (or \$8.33 per ordinary share) to \$100.98 per ADS (or \$8.42 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.

6. The price reported in Column 4 is a weighted average price per ordinary share (\$101.81 per ADS). These shares were sold in multiple transactions at prices ranging from \$101.00 per ADS (or \$8.42 per ordinary share) to \$101.99 per ADS (or \$8.50 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 (\$102.45 per ADS). These shares were sold in multiple transactions at prices ranging from \$102.00 per ADS (or \$9.50 per ordinary share) to \$102.99 per ADS (or \$8.58 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 (\$103.08 per ADS). These shares were sold in multiple transactions at prices ranging from \$103.08 per ADS (or \$8.59 per ordinary share) to \$103.09 per ADS (or \$8.59 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.

Remarks:

/s/ Geoffrey W. Guy

11/05/2020

** 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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