

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>  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>U.S. Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 <sup>(1)</sup>	\$0.0013 <sup>(3)</sup>	06/04/2020		A		177,180		(1)	(1)	Ordinary Shares	177,180	\$0.00	177,180	D	
Share Options <sup>(2)</sup>	\$0.0013 <sup>(3)</sup>	06/04/2020		A		106,320		(4)	(4)	Ordinary Shares	106,320	\$0.00	106,320	D	

**Explanation of Responses:**

- Granted pursuant to the Issuer's Long-Term Incentive Plan. These share options will vest and be automatically exercised on June 4, 2023 if certain performance conditions are satisfied.
- Granted pursuant to the Issuer's Long-Term Incentive Plan.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.26 U.S. Dollars as of June 4, 2020.
- These share options will vest in four equal annual installments beginning on June 4, 2021 and be automatically exercised upon vesting.

**Remarks:**

/s/ Darren S. Cline 06/08/2020

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.