

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>Giacobello Scott M.</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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2021	
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			

**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)(6)</sup>	\$0.0014 <sup>(2)</sup>	03/02/2021		A		70,092		(1)(5)	(1)(5)	Ordinary Shares	70,092	\$0.00	70,092	D	
Share Options <sup>(3)(6)</sup>	\$0.0014 <sup>(2)</sup>	03/02/2021		A		43,824		(4)(5)	(4)(5)	Ordinary Shares	43,824	\$0.00	43,824	D	

**Explanation of Responses:**

- Granted pursuant to the Issuer's Long-Term Incentive Plan. These share options will vest and be automatically exercised on February 22, 2024 if certain performance conditions are satisfied.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.41 U.S. Dollars as of February 22, 2021.
- Granted pursuant to the Issuer's Long-Term Incentive Plan.
- These share options will vest in four equal annual installments beginning on February 22, 2022 and be automatically exercised upon vesting.
- Subject to accelerated vesting in connection with the closing of the transactions contemplated by the Transaction Agreement, dated as of February 3, 2021, by and among Jazz Pharmaceuticals UK Holdings Limited, Jazz Pharmaceuticals Public Limited Company and GW Pharmaceuticals plc.
- The share numbers underlying options granted on February 22, 2021 and reported on the reporting person's form 4 filed on February 24, 2021 were amended as of March 2, 2021 and as reported in this form 4.

**Remarks:**

/s/ Scott M. Giacobello 03/04/2021  
 \*\* 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.

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.