

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>Tovey Christopher J.</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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
SOVEREIGN HOUSE, VISION PARK, HISTON			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	11/30/2020		M <sup>(1)</sup>		3,924	A	\$0.0013 <sup>(2)</sup>	6,420 <sup>(9)</sup>	D	
Ordinary Shares	11/30/2020		M <sup>(1)</sup>		10,452	A	\$0.0013 <sup>(2)</sup>	16,872	D	
Ordinary Shares	11/30/2020		M <sup>(1)</sup>		6,468	A	\$0.0013 <sup>(2)</sup>	23,340	D	
Ordinary Shares	11/30/2020		M <sup>(1)</sup>		57,684	A	\$0.0013 <sup>(2)</sup>	81,024	D	
Ordinary Shares	11/30/2020		M <sup>(1)</sup>		8,952	A	\$0.0013 <sup>(2)</sup>	89,976	D	
Ordinary Shares	11/30/2020		M <sup>(1)</sup>		5,988	A	\$0.0013 <sup>(2)</sup>	95,964	D	
Ordinary Shares	11/30/2020		S <sup>(3)</sup>		93,468 <sup>(4)</sup>	D	\$11.67 <sup>(5)</sup>	2,496	D	
Ordinary Shares	12/01/2020		M <sup>(1)</sup>		28,560	A	\$0.0013 <sup>(6)</sup>	31,056	D	
Ordinary Shares	12/01/2020		S <sup>(3)</sup>		19,500 <sup>(4)</sup>	D	\$11.74 <sup>(7)</sup>	11,556	D	
Ordinary Shares	12/01/2020		S <sup>(3)</sup>		9,060 <sup>(4)</sup>	D	\$11.79 <sup>(8)</sup>	2,496	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 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		3,924		06/24/2019	06/24/2025	Ordinary Shares	3,924	\$0.00	6	D	
Stock Options	\$0.0013 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		10,452		02/15/2020	02/15/2026	Ordinary Shares	10,452	\$0.00	5	D	
Stock Options	\$0.0013 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		6,468		01/06/2020	01/06/2027	Ordinary Shares	6,468	\$0.00	0	D	
Stock Options	\$0.0013 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		57,684		01/06/2020	01/06/2027	Ordinary Shares	57,684	\$0.00	28,560	D	
Stock Options	\$0.0013 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		8,952		02/26/2020	02/26/2028	Ordinary Shares	8,952	\$0.00	0	D	
Stock Options	\$0.0013 <sup>(2)</sup>	11/30/2020		M <sup>(1)</sup>		5,988		03/01/2020	03/01/2029	Ordinary Shares	5,988	\$0.00	0	D	
Stock Options	\$0.0013 <sup>(6)</sup>	12/01/2020		M <sup>(1)</sup>		28,560		01/06/2020	01/06/2027	Ordinary Shares	28,560	\$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 = 1.33 U.S. Dollars as of November 30, 2020.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 12, 2020.
- Represented by ADSs.
- Converted from price per ADS. The price reported in Column 4 is a weighted average price per ordinary share (\$140.0338 per ADS). These shares were sold in multiple transactions at prices ranging from \$140.00 per ADS (or \$11.66 per ordinary share) to \$140.25 per ADS (or \$11.69 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.
- Converted from British Pounds Sterling to U.S. Dollars using currency ratio of 1.00 British Pound Sterling = 1.34 U.S. Dollars as of December 1, 2020.
- Converted from price per ADS. The price reported in Column 4 is a weighted average price per ordinary share (\$140.8760 per ADS). These shares were sold in multiple transactions at prices ranging from \$140.40 per ADS (or \$11.78 per ordinary share) to \$141.31 per ADS (or \$11.78 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. Converted from price per ADS. The price reported in Column 4 is a weighted average price per ordinary share (\$141.5258 per ADS). These shares were sold in multiple transactions at prices ranging from \$141.40 per ADS (or \$11.78 per ordinary share) to \$142.00 per ADS (or \$11.83 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.

9. Reflects an adjustment to total holdings to exclude seven shares incorrectly included in prior reports.

**Remarks:**

/s/ Christopher J. Tovey

12/02/2020

\*\* 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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