

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>Gover Justin D.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>		
(Last) (First) (Middle) <u>SOVEREIGN HOUSE, VISION PARK, HISTON</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2021</u>					
(Street) <u>CAMBRIDGE X0 CB24 9BZ</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		
(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		222,773	D	(1)(2)	0	D	
Ordinary Shares	05/05/2021		D		456,048	D	(1)(2)	0	I	By Justin D. Gover 2020 Irrevocable Trust dated December 14, 2020
Ordinary Shares	05/05/2021		D		1,867,308	D	(1)(2)	0	I	By the Gover Family Investment LLP

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	Amount or Number of Shares				
Share Options	\$0.0017	05/05/2021		D			17,508	(3)	03/15/2022	Ordinary Shares	17,508	(3)	0	D	
Share Options	\$10.605	05/05/2021		D			75,864	(3)	06/24/2025	Ordinary Shares	75,864	(3)	0	D	
Share Options	\$3.72	05/05/2021		D			213,240	(3)	02/15/2026	Ordinary Shares	213,240	(3)	0	D	
Share Options	\$9.8117	05/05/2021		D			142,344	(3)	01/06/2027	Ordinary Shares	142,344	(3)	0	D	
Share Options	\$9.6092	05/05/2021		D			147,624	(3)	02/26/2028	Ordinary Shares	147,624	(3)	0	D	
Share Options	\$14.3342	05/05/2021		D			119,472	(3)	03/01/2029	Ordinary Shares	119,472	(3)	0	D	
Share Options	\$14.645	05/05/2021		D			30,936	(3)	06/14/2029	Ordinary Shares	30,936	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			22,440	(3)	(5)	Ordinary Shares	22,440	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			34,008	(3)	(5)	Ordinary Shares	34,008	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			226,752	(3)	(5)	Ordinary Shares	226,752	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			12,492	(3)	(5)	Ordinary Shares	12,492	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			55,488	(3)	(5)	Ordinary Shares	55,488	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			287,904	(3)	(5)	Ordinary Shares	287,904	(3)	0	D	
Share Options	\$0.0017	05/05/2021		D			479,844	(3)	(5)	Ordinary Shares	479,844	(3)	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	Amount or Number of Shares				
Share Options	\$0.0017	05/05/2021		D			164,496	(4)	(5)	Ordinary Shares	164,496	(4)	0	D	
Share Options	\$0.0017	05/05/2021		D			263,184	(4)	(5)	Ordinary Shares	263,184	(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/ Justin D. Gover

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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