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William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

April 21, 2017

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Received SEC

APR 21 2017

Washington, DC 20549

CERT NAS

File No. 001-38067

Dear Mr. Thomas:

This is to certify that on April 19, 2017 The Nasdaq Stock Market (the "Exchange") received from **Verona Pharma plc** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

American Depositary Shares, each representing eight ordinary shares, nominal value £0.05 per share  
Ordinary shares, nominal value £0.05 per share\*

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The NASDAQ Stock Market LLC. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.