

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>GRAINGER DAVID J</u>  (Last) (First) (Middle) C/O CENTESSA PHARMACEUTICALS PLC 3RD FL., 1 ASHLEY RD, ALTRINCHAM  (Street) CHESHIRE X0 WA14 2DT  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc [ CNTA ]</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 Innovation Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023	
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			
Ordinary Shares <sup>(1)</sup>	02/01/2023		A		77,200 <sup>(2)</sup>	A	\$0	981,305	D	
Ordinary Shares <sup>(1)</sup>								27,500	I	See footnote <sup>(3)</sup>

**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					
Share Option (right to buy)	\$3.85	02/01/2023		A		115,000		(4)	02/01/2033	Ordinary Shares <sup>(1)</sup>	\$0	115,000	D	

**Explanation of Responses:**

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- The shares reported in this transaction represent Restricted Share Units ("RSUs") issued under the Centessa Pharmaceuticals plc Amended and Restated 2021 Stock Option and Incentive Plan. Each RSU represents the contingent right to receive one Ordinary Share of the Issuer. The RSUs shall vest and be settled in four equal annual installments with the first such annual vesting being on February 1, 2024.
- Held by RxCelerate Limited ("RxCelerate"). The Reporting Person is a member of the board of directors of RxCelerate. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by RxCelerate, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed to be an admission that he has beneficial ownership of such shares for Section 16 or any other purpose.
- 1/48th of the shares subject to such option shall vest and become exercisable in equal monthly installments with the first installment vesting on March 1, 2023.

**Remarks:**

/s/ Gregory Weinhoff, attorney-in-fact 02/03/2023

\*\* 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.