

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Medicxi Ventures Management (Jersey) Ltd</u> (Last) (First) (Middle) C/O INTERTRUST FUND SERVICES (JERSEY) LIMITED 44 ESPLANADE (Street) ST. HELIER Y9 JE4 9WG (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/27/2021	3. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc</u> [CNTA]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 05/27/2021 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares ⁽¹⁾⁽²⁾	4,398,519	I	See footnote ⁽³⁾
Ordinary Shares ⁽¹⁾⁽²⁾	55,677	I	See footnote ⁽⁴⁾
Ordinary Shares ⁽¹⁾⁽²⁾	1,268,542	I	See footnote ⁽⁵⁾
Ordinary Shares ⁽¹⁾⁽²⁾	30,136	I	See footnote ⁽⁶⁾
Ordinary Shares ⁽¹⁾⁽²⁾	9,403,092	I	See footnote ⁽⁷⁾
Ordinary Shares ⁽¹⁾⁽²⁾	236,108	I	See footnote ⁽⁸⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Shares	(9)	(9)	Ordinary Shares ⁽²⁾	1,886,990	(9)	I	See footnote ⁽⁵⁾
Series A Preferred Shares	(9)	(9)	Ordinary Shares ⁽²⁾	44,828	(9)	I	See footnote ⁽⁶⁾

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1. Name and Address of Reporting Person*

Medicxi Ventures I LP

(Last) (First) (Middle)
C/O INTERTRUST FUND SERVICES (JERSEY)
LIMITED 44 ESPLANADE

(Street)
ST. HELIER Y9 JE4 9WG

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Medicxi Co-Invest I LP

(Last) (First) (Middle)
C/O INTERTRUST FUND SERVICES (JERSEY)
LIMITED 44 ESPLANADE

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

Medicxi Ventures I GP Ltd

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LIMITED 44 ESPLANADE

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

Medicxi Growth I LP

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Medicxi Growth I GP Ltd

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ST. HELIER	Y9	JE4 9WG
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1. Name and Address of Reporting Person*

[Medicxi Secondary I LP](#)

(Last)	(First)	(Middle)
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LIMITED 44 ESPLANADE		
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[Medicxi Secondary Co-Invest I LP](#)

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[Medicxi Secondary I GP Ltd.](#)

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Explanation of Responses:

1. Represents A Ordinary Shares that will be redesignated as Ordinary Shares immediately prior to the closing of the initial public offering ("IPO").
2. Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
3. Held by Medicxi Ventures I LP, a Jersey limited partnership ("Medicxi Ventures I"). Medicxi Ventures I GP Limited, a Jersey limited liability company ("MVI GP"), is the sole managing general partner of Medicxi Ventures I, and Medicxi Ventures Management (Jersey) Limited, a Jersey limited liability company ("Medicxi Manager"), is the sole manager of Medicxi Ventures I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi Ventures I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.
4. Held by Medicxi Co-Invest I LP, a Jersey limited partnership ("Medicxi Co-Invest I"). MVI GP is the sole managing general partner of Medicxi Co-Invest I, and Medicxi Manager is the sole manager of Medicxi Co-Invest I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi Co-Invest I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.
5. Held by Medicxi Growth I LP, a Jersey limited partnership ("Medicxi Growth I"). Medicxi Growth I GP Limited, a Jersey limited liability company ("MGI GP"), is the sole managing general partner of Medicxi Growth I, and Medicxi Manager is the sole manager of Medicxi Growth I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi Growth I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.
6. Held by Medicxi Growth Co-Invest I LP, a Jersey limited partnership ("Medicxi Growth Co-Invest I"). MGI GP is the sole managing general partner of Medicxi Growth Co-Invest I, and Medicxi Manager is the sole manager of Medicxi Growth Co-Invest I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi Growth Co-Invest I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.
7. Held by Medicxi Secondary I LP, a Jersey limited partnership ("Medicxi Secondary I"). Medicxi Secondary I GP Limited, a Jersey limited liability company ("MSI GP"), is the sole managing general partner of Medicxi Secondary I, and Medicxi Manager is the sole manager of Medicxi Secondary I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi Secondary I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.
8. Held by Medicxi Secondary Co-Invest I LP, a Jersey limited partnership ("Medicxi Secondary Co-Invest I" and, together with Medicxi Ventures I, Medicxi Co-Invest I, Medicxi Growth I, Medicxi Growth Co-Invest I and Medicxi Secondary I, the "Medicxi Funds"). MSI GP is the sole managing general partner of Medicxi Secondary Co-Invest I, and Medicxi Manager is the sole manager of Medicxi Secondary Co-Invest I. The Reporting Persons disclaim Section 16 beneficial ownership of the securities held by Medicxi

Secondary Co-Invest I, except to the extent of their respective pecuniary interest therein, if any, and this report shall not be deemed to be an admission that they have beneficial ownership of such shares for Section 16 or any other purpose.

9. Immediately prior to the closing of the IPO, Series A Preferred Shares will automatically convert on a one-to-one basis into Ordinary Shares without payment or further consideration. The resulting number of Ordinary Shares of the Issuer are shown in Column 3. The Series A Preferred Shares have no expiration date.

Remarks:

Medicxi Ventures (UK) LLP and Medicxi Ventures (Jersey) Limited act as sub-advisers to Index Ventures Life VI (Jersey) Limited, which acts as the adviser to Index Ventures Life VI (Jersey) LP, and as such, Index Ventures Life VI and Yucca (Jersey) SLP, each of which hold Ordinary Shares and/or Series A Preferred Shares as of the date hereof, and the Medicxi Funds may be deemed to be members of a "group" as defined in Rule 13d-5 of the Securities Exchange Act of 1934, as amended. This amendment to Form 3 is being filed to include each of Medicxi Secondary Co-Invest I and MSI GP as Reporting Persons.

<u>Medicxi Ventures Management (Jersey) Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>
<u>Medicxi Ventures I LP, By: Medicxi Ventures Management (Jersey) Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>
<u>Medicxi Co-Invest I LP, By: Medicxi Ventures Management (Jersey) Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>
<u>Medicxi Ventures I GP Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>
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<u>Medicxi Secondary Co-Invest I LP, By: Medicxi Ventures Management (Jersey) Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>
<u>Medicxi Secondary I GP Limited, By: /s/ Andrew Jeanne, Its: Director</u>	<u>06/03/2021</u>

** 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 5 (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.