

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>YVER ANTOINE</u>  (Last) (First) (Middle) <u>C/O CENTESSA PHARMACEUTICALS PLC</u> <u>3RD FL., 1 ASHLEY RD, ALTRINCHAM</u>  (Street) <u>CHESHIRE X0 WA14 2DT</u>  (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) <u>EVP &amp; Chairman of Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/04/2022</u>	

**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>								789,751 <sup>(2)</sup>	D	
Ordinary Shares <sup>(1)</sup>	10/03/2022		S <sup>(3)</sup>		9,500	D	\$3.9061 <sup>(4)</sup>	780,251 <sup>(5)(6)</sup>	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- The transaction on September 30, 2022 previously reported on the Form 4 filed on October 4, 2022 was canceled in its entirety before settlement by the broker without instruction from the Issuer or Reporting Person.
- The sales reported represent the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted shares. These sales were automatic and intended to qualify under Rule 10b5-1.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.8800 to \$3.9250, 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.
- The Form 4 filed on October 4, 2022 reported an aggregate of 12,524 shares sold on October 3, 2022, of which (i) the transaction for the sale of 3,024 shares was canceled in its entirety before settlement by the broker without instruction from the Issuer or Reporting Person and (ii) 9,500 shares were sold as previously reported on the Form 4. No additional sales are being reported herein.
- This amendment shall also be deemed to correct the total beneficial ownership reported by the Reporting Person in the subsequently filed Form 4 on November 3, 2022.

**Remarks:**

/s/ Gregory Weinhoff,  
attorney-in-fact 11/23/2022  
 \*\* 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.