

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>GRAINGER DAVID J</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>Chief Innovation Officer</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2022</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			

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 ⁽¹⁾	09/30/2022		F ⁽²⁾		7,154	D	\$4.25	906,602 ⁽³⁾⁽⁴⁾	D	
Ordinary Shares ⁽¹⁾								27,500	I	See footnote ⁽⁵⁾

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)		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)					

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of restricted share units.
- Shares held by the Reporting Person after the reported transaction herein and does not include shares acquired or disposed of in subsequent reported transactions after September 30, 2022.
- As of year end December 31, 2022, the Reporting Person held 904,105 shares directly.
- 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.

Remarks:

/s/ Gregory Weinhoff,
attorney-in-fact

01/13/2023

** 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.