SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

to Section 16. F	if no longer subjec Form 4 or Form 5 / continue. <i>See</i>		ed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940		OMB Number: 3: Estimated average burder hours per response:	235-0287 n 0.5
1. Name and Addr GRAINGER	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc</u> [ CNTA ]	(Check all applicat Director X Officer (gi	10% Ow ive title Other (s	ner
(Last) C/O CENTESS 3RD FL., 1 AS		(Middle) CEUTICALS PLC LTRINCHAM	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022	below)	below) Innovation Officer	
(Street) CHESHIRE (City)	X0 (State)	WA14 2DT (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed	nt/Group Filing (Check Ap I by One Reporting Perso I by More than One Repo	'n

## 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)	Transaction					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Ordinary Shares <sup>(1)</sup>	12/31/2022		F		2,497(2)	D	\$3.1	911,259	D	
Ordinary Shares <sup>(1)</sup>								27,500	Ι	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. Transa Code ( 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		onth/Day/Year) Securitie Underly Derivatie		int of rities rlying ative rity (Instr.	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				Expiration Date	Title	Amount or Number of Shares			

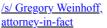
## Explanation of Responses:

1. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.

2. Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of restricted share units.

3. 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:**



01/04/2023

\*\* 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.