

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>De Rubertis Francesco</u>  (Last) (First) (Middle) C/O CENTESSA PHARMACEUTICALS PLC 3RD FLOOR, 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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2021	
	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>	11/30/2021		P		35,992	A	\$11.62	3,844,535	I	See footnote <sup>(2)</sup>
Ordinary Shares <sup>(1)</sup>	11/30/2021		P		855	A	\$11.62	91,331	I	See footnote <sup>(3)</sup>
Ordinary Shares <sup>(1)</sup>	12/01/2021		P		58,905	A	\$12.62	3,903,440	I	See footnote <sup>(2)</sup>
Ordinary Shares <sup>(1)</sup>	12/01/2021		P		1,399	A	\$12.62	92,730	I	See footnote <sup>(3)</sup>
Ordinary Shares <sup>(1)</sup>								4,398,519	I	See footnote <sup>(4)</sup>
Ordinary Shares <sup>(1)</sup>								55,677	I	See footnote <sup>(5)</sup>
Ordinary Shares <sup>(1)</sup>								9,403,092	I	See footnote <sup>(6)</sup>
Ordinary Shares <sup>(1)</sup>								236,108	I	See footnote <sup>(7)</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					

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- 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 Ventures Management (Jersey) Limited, a Jersey limited liability company ("Medicxi Manager") is the sole manager of Medicxi Growth I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth I, 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.
- 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 Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth Co-Invest I, 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.
- 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 Manager is the sole manager of Medicxi Ventures I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Ventures I, 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.
- 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 Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Co-Invest I, 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.
- 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 Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Secondary I, 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.

7. Held by Medicxi Secondary Co-Invest I LP, a Jersey limited partnership ("Medicxi Secondary Co-Invest I"). 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 Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Secondary Co-Invest I, 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/ Marella Thorell, attorney-  
in-fact

12/02/2021

\*\* 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.**