

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Thorell Marella</u>			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 Accounting Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2021</u>			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		
C/O CENTESSA PHARMACEUTICALS PLC 3RD FL., 1 ASHLEY RD, ALTRINCHAM			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHESHIRE X0 WA14 2DT</u>								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Title	Amount or Number of Shares				
Share Option (right to buy)	\$4.11 ⁽¹⁾	01/29/2021		A ⁽²⁾		58,956 ⁽¹⁾		(3)	09/30/2030	Ordinary Shares ⁽⁴⁾⁽⁵⁾	58,956 ⁽¹⁾	\$0.00	58,956 ⁽¹⁾	D	
Share Option (right to buy)	\$4.87 ⁽¹⁾	01/29/2021		A ⁽²⁾		9,487 ⁽¹⁾		(6)	12/30/2030	Ordinary Shares ⁽⁴⁾⁽⁵⁾	9,487 ⁽¹⁾	\$0.00	9,487 ⁽¹⁾	D	
Share Option (right to buy)	\$5.84 ⁽¹⁾	02/19/2021		A ⁽²⁾		208,474 ⁽¹⁾		(7)	02/19/2031	Ordinary Shares ⁽⁴⁾⁽⁵⁾	208,474 ⁽¹⁾	\$0.00	208,474 ⁽¹⁾	D	
Share Option (right to buy)	\$20	05/27/2021		A		137,500		(8)	05/27/2031	Ordinary Shares ⁽⁴⁾⁽⁵⁾	137,500	\$0.00	137,500	D	

Explanation of Responses:

- On May 20, 2021, the Issuer effected a share capital reorganization, which had the effect of a one for two reverse share split of the Issuer's share capital ("Stock Split"). This amount has been adjusted to give effect to the Stock Split.
- This transaction occurred prior to the effectiveness of the Issuer's registration under Section 12 of the Securities Exchange Act of 1934 and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- 56.25% of the shares subject to such option are vested as of January 29, 2021. The remaining 43.75% of the shares subject to such option shall vest and become exercisable monthly beginning on February 1, 2021.
- Represents A Ordinary Shares that will be redesignated as Ordinary Shares immediately prior to the closing of the initial public offering.
- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- 25% of the shares subject to such option are vested as of January 29, 2021. The remaining 75% of the shares subject to such option shall vest and become exercisable monthly beginning on February 1, 2021.
- 25% of the shares subject to such option shall vest and become exercisable on February 19, 2022 and the remaining 75% of the shares subject to such option shall vest and become exercisable in 36 monthly installments on the first day of each month thereafter.
- 25% of the shares subject to such option shall vest and become exercisable on February 1, 2022 and the remaining 75% of the shares subject to such option shall vest and become exercisable in 36 monthly installments on the first day of each month thereafter.

Remarks:

/s/ Marella Thorell 06/01/2021
 ** 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.