

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>Rotman Harris</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) _____ <b>SVP Regulatory Affairs</b>		
(Last) (First) (Middle) <u>C/O CENTESSA PHARMACEUTICALS PLC</u> <u>3RD FL., 1 ASHLEY RD, ALTRINCHAM</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</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		
(Street) <u>CHESHIRE X0 WA14 2DT</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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>	02/01/2024		A		37,500 <sup>(2)</sup>	A	\$0	71,000	D	
Ordinary Shares <sup>(1)</sup>	02/01/2024		F		4,108 <sup>(3)</sup>	D	\$8.19	66,892	D	
Ordinary Shares <sup>(1)</sup>	02/01/2024		S		4,267 <sup>(4)</sup>	D	\$8.1027 <sup>(5)</sup>	62,625	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Share Option (right to buy)	\$8.01	02/01/2024		A		75,000		(6)	02/01/2034	Ordinary Shares <sup>(1)</sup>	75,000	\$0	75,000	D	

**Explanation of Responses:**

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- The shares reported in this transaction represent Restricted Share Units ("RSUs") issued under the Centessa Pharmaceuticals plc Amended and Restated 2021 Stock Option and Incentive Plan. Each RSU represents the contingent right to receive one Ordinary Share of the Issuer. The RSUs shall vest and be settled in four equal annual installments with the first such annual vesting being on February 1, 2025.
- Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of RSUs.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 20, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.83 to \$8.30, 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.
- 1/48th of the shares subject to such option shall vest and become exercisable in equal monthly installments with the first installment vesting on March 1, 2024.

**Remarks:**

/s/ Gregory Weinhoff, attorney- 02/02/2024  
in-fact

\*\* 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.