| SEC Form 4 | |
|------------|--|
|------------|--|

FORM 4

Check this box if no longer subject

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 | | | | | | | | |

| | y continue. See). | Filed | pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | hours per response: | | 0.5 | | |
|-----------------------------|---|----------|--|----------------------------------|-----------------------|--|----------------------------------|-----|
| . Name and Addi SAHA SAU | ress of Reporting Perse I <u>RABH</u> | on* | 2. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc</u> [CNTA] | (Check all X | applicable irector | , | 10% Owner | r |
| | (First) SA PHARMACEU SHLEY RD, ALTR | | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022 | X Officer (gi below) Chief | | e title Executive O | Other (spec below) Officer | ify |
| Street) CHESHIRE | X0 | WA14 2DT | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Line) X Fo | orm filed b | /Group Filing (by One Report by More than (| ting Person | |

| (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. Transa Code (8) | | | | | 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) | | (11150.4) |
| Ordinary Shares ⁽¹⁾ | 12/31/2022 | | F | | 44,025(2) | D | \$3.1 | 705,975 | D | |
| Ordinary Shares ⁽¹⁾ | | | | | | | | 38,000 | Ι | By trust ⁽³⁾ |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration Date Amount o | | | 8. Price of Derivative Security (Instr. 5) | 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 | | | |

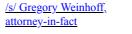
Explanation of Responses:

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. These shares are held directly in a trust, for which the reporting person and his spouse serve as trustees.

Remarks:



01/04/2023

Person

** 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.

ſ

(