

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

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

<div>1. Name and Address of Reporting Person*</div> <div><u>GRAINGER DAVID J</u></div> <div>(Last) (First) (Middle)</div> <div>C/O CENTESSA PHARMACEUTICALS PLC</div> <div>3RD FL., 1 ASHLEY RD, ALTRINCHAM</div> <div>(Street)</div> <div>CHESHIRE X0 WA14 2DT</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>Centessa Pharmaceuticals plc [CNTA]</u></div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><u>Chief Innovation Officer</u></div>	
	<div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>03/31/2023</u></div>		<div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
	<div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>Rule 10b5-1(c) Transaction Indication</div> <div><input 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.</div>	

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 ⁽¹⁾	03/31/2023		F		4,825 ⁽²⁾	D	\$3.9	976,480	D	
Ordinary Shares ⁽¹⁾								27,500	I	See footnote ⁽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. 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)					

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:

Exhibit 24 - Power of Attorney

/s/ Gregory Weinhoff, attorney-in-fact

** Signature of Reporting Person

04/04/2023

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.

Power of Attorney

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Iqbal Hussain, Gregory Weinhoff, and Richard J. Grainger, its Attorneys-in-Fact, with full power of substitution, to do and perform each and every act and thing requisite, necessary, proper and convenient in and about the preparation, execution and filing of the following:

1. Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents required by the SEC, Centessa Pharmaceuticals plc, a public limited company organized under the laws of England and Wales.
2. Prepare, execute and submit to the SEC, Centessa Pharmaceuticals plc, a public limited company organized under the laws of England and Wales.
3. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity.

The undersigned acknowledges that:

- a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to the undersigned.
- b) Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in substitution for the undersigned's signature.
- c) Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of the SEC.
- d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 302 of the Securities Exchange Act of 1934.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary, proper and convenient in and about the preparation, execution and filing of the following:

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of March 14, 2023.

/s/ David J. Grainger
Signature

Dr. David J. Grainger
Print Name