

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>GAP (Bermuda) LTD</u> <hr/> (Last) (First) (Middle) C/O CONYERS CLIENT SERVICES LIMITED, CLARENDON HOUSE, 2 CHURCH STREET <hr/> (Street) HAMILTON D0 HM 11 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/27/2021	3. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc [ CNTA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Preferred Shares	(1)	(1)	Ordinary Shares	8,181,818	(1)	I
						See footnote <sup>(2)(3)</sup>

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1. Name and Address of Reporting Person* <u>GENERAL ATLANTIC GENPAR (BERMUDA), L.P.</u> <hr/> (Last) (First) (Middle) C/O CONYERS CLIENT SERVICES LIMITED, CLARENDON HOUSE, 2 CHURCH STREET <hr/> (Street) HAMILTON D0 HM 11 <hr/> (City) (State) (Zip)
--

1. Name and Address of Reporting Person\*

[General Atlantic \(Lux\) S.a r.l.](#)

(Last) (First) (Middle)

412F, ROUTE D'ESCH

(Street)

L-2086 N4

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[General Atlantic GenPar \(Lux\) SCSp](#)

(Last) (First) (Middle)

412F, ROUTE D'ESCH

(Street)

L-2086 N4

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[General Atlantic Cooperatief, L.P.](#)

(Last) (First) (Middle)

C/O CONYERS CLIENT SERVICES LIMITED,  
CLARENDON HOUSE, 2 CHURCH STREET

(Street)

HAMILTON D0 HM 11

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[General Atlantic Partners \(Lux\), SCSp](#)

(Last) (First) (Middle)

412F, ROUTE D'ESCH

(Street)

L-2086 N4 10055

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[General Atlantic Partners \(Bermuda\) EU,  
L.P.](#)

(Last) (First) (Middle)

C/O CONYERS CLIENT SERVICES LIMITED,  
CLARENDON HOUSE, 2 CHURCH STREET

(Street)

HAMILTON D0 HM 11

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[General Atlantic Partners \(Bermuda\) IV,  
L.P.](#)

(Last) (First) (Middle)  
C/O CONYERS CLIENT SERVICES LIMITED,  
CLARENDON HOUSE, 2 CHURCH STREET

(Street)  
HAMILTON D0 HM 11

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
General Atlantic Cooperatief U.A.

(Last) (First) (Middle)  
C/O RAAMPLEIN 1

(Street)  
AMSTERDAM P7 1016 XK

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
General Atlantic UM B.V.

(Last) (First) (Middle)  
C/O RAAMPLEIN 1

(Street)  
AMSTERDAM P7 1016 XK

(City) (State) (Zip)

**Explanation of Responses:**

1. Each Series A Preferred Share will automatically convert on a 1-for-1 basis into an Ordinary Share immediately prior to the closing of the initial public offering of Centessa Pharmaceuticals Limited.

2. Reflects securities held directly by General Atlantic UM B.V. ("GA UM"), GA UM is a wholly owned subsidiary of General Atlantic Cooperatief U.A. ("GA Coop UA"). The members that share beneficial ownership of the shares held by GA UM through GA Coop UA are the following General Atlantic investment funds (the "GA Funds"): General Atlantic Partners (Bermuda) IV, L.P. ("GAP Bermuda IV"), General Atlantic Partners (Bermuda) EU, L.P. ("GAP Bermuda EU"), General Atlantic Partners (Lux) SCSp ("GAP Lux") and General Atlantic Cooperatief, L.P. ("GA Coop LP").

3. The general partner of GAP Lux is General Atlantic GenPar (Lux) SCSp ("GA GenPar Lux") and the general partner of GA GenPar Lux is General Atlantic (Lux) S.a r.l. ("GA Sarl"). The general partner of GAP Bermuda IV and GAP Bermuda EU and the sole shareholder of GA Sarl is General Atlantic GenPar (Bermuda), L.P. ("GenPar Bermuda"). GAP (Bermuda) Limited ("GAP (Bermuda)") is the general partner of GenPar Bermuda and GA Coop LP. There are nine members of the Management Committee of GAP (Bermuda) (the "GA Management Committee"). Each of the members of the GA Management Committee disclaims ownership of the shares except to the extent he has a pecuniary interest therein.

**Remarks:**

GAP (Bermuda), GenPar Bermuda, GA Sarl, GA GenPar Lux, the GA Funds, GA Coop UA and GA UM may be deemed to be members of a "group" within the meaning of Rule 13d-5 of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting persons are a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

<u>/s/ J. Frank Brown</u>	<u>05/27/2021</u>
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<u>/s/ J. Frank Brown</u>	<u>05/27/2021</u>

\*\* 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 5 (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.**