

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>De Rubertis Francesco</u> (Last) (First) (Middle) C/O CENTESSA PHARMACEUTICALS PLC 3RD FL., 1 ASHLEY RD, ALTRINCHAM (Street) CHESHIRE X0 WA14 2DT (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) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
Ordinary Shares ⁽¹⁾⁽²⁾	4,398,519	I	See footnote ⁽³⁾
Ordinary Shares ⁽¹⁾⁽²⁾	55,677	I	See footnote ⁽⁴⁾
Ordinary Shares ⁽¹⁾⁽²⁾	1,268,542	I	See footnote ⁽⁵⁾
Ordinary Shares ⁽¹⁾⁽²⁾	30,136	I	See footnote ⁽⁶⁾
Ordinary Shares ⁽¹⁾⁽²⁾	9,403,092	I	See footnote ⁽⁷⁾
Ordinary Shares ⁽¹⁾⁽²⁾	236,108	I	See footnote ⁽⁸⁾

**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	Title	Amount or Number of Shares			
Series A Preferred Shares	(9)	(9)	Ordinary Shares ⁽²⁾	1,886,990	(9)	I	See footnote ⁽⁵⁾
Series A Preferred Shares	(9)	(9)	Ordinary Shares ⁽²⁾	44,828	(9)	I	See footnote ⁽⁶⁾

Explanation of Responses:

- Represents A Ordinary Shares that will be redesignated as Ordinary Shares immediately prior to the closing of the initial public offering ("IPO").
- Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Held by Medicxi Ventures I LP, a Jersey limited partnership ("Medicxi Ventures I"). Medicxi Ventures I GP Limited, a Jersey limited liability company ("MVI GP"), is the sole managing general partner of Medicxi Ventures I, and Medicxi Ventures Management (Jersey) Limited, a Jersey limited liability company ("Medicxi Manager"), is the sole manager of Medicxi Ventures I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Ventures I, 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.
- Held by Medicxi Co-Invest I LP, a Jersey limited partnership ("Medicxi Co-Invest I"). MVI GP is the sole managing general partner of Medicxi Co-Invest I, and Medicxi Manager is the sole manager of Medicxi Co-Invest I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Co-Invest I, 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.
- Held by Medicxi Growth I LP, a Jersey limited partnership ("Medicxi Growth I"). Medicxi Growth I GP Limited, a Jersey limited liability company ("MGI GP"), is the sole managing general partner of Medicxi Growth I, and Medicxi Manager is the sole manager of Medicxi Growth I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth I, 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.
- Held by Medicxi Growth Co-Invest I LP, a Jersey limited partnership ("Medicxi Growth Co-Invest I"). MGI GP is the sole managing general partner of Medicxi Growth Co-Invest I, and Medicxi Manager is the sole manager of Medicxi Growth Co-Invest I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth Co-Invest I, 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.
- Held by Medicxi Secondary I LP, a Jersey limited partnership ("Medicxi Secondary I"). Medicxi Secondary I GP Limited, a Jersey limited liability company ("MSI GP"), is the

sole managing general partner of Medicxi Secondary I, and Medicxi Manager is the sole manager of Medicxi Secondary I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Secondary I, 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.

8. Held by Medicxi Secondary Co-Invest I LP, a Jersey limited partnership ("Medicxi Secondary Co-Invest I"). MSI GP is the sole managing general partner of Medicxi Secondary Co-Invest I, and Medicxi Manager is the sole manager of and Medicxi Secondary Co-Invest I. The Reporting Person is a member of the board of directors of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Secondary Co-Invest I, 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.

9. Immediately prior to the closing of the IPO, Series A Preferred Shares will automatically convert on a one-to-one basis into Ordinary Shares without payment or further consideration. The resulting number of Ordinary Shares of the Issuer are shown in Column 3. The Series A Preferred Shares have no expiration date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Marella Thorell,
attorney-in-fact

05/27/2021

** 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 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Iqbal Hussain, Marella Thorell, Gregory Weinhoff, and Richard Menziuso, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Centessa Pharmaceuticals plc, a public limited company organized under the laws of England and Wales (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 25, 2021.

/s/ Francesco De Rubertis

Signature

Francesco De Rubertis

Print Name