

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>Weinhoff Gregory M</u> <hr/> (Last) (First) (Middle) C/O CENTESSA PHARMACEUTICALS PLC 3RD FL., 1 ASHLEY RD, ALTRINCHAM <hr/> (Street) CHESHIRE X0 WA14 2DT <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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 05/27/2021
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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				
Share Option (right to buy)	(1)	03/04/2031	Ordinary Shares ⁽²⁾⁽³⁾	639,321	5.84	D
Share Option (right to buy)	(1)	03/04/2031	Ordinary Shares ⁽²⁾⁽³⁾	319,660	5.84	I See footnote ⁽⁴⁾

Explanation of Responses:

- 25% of the shares subject to such option shall vest and become exercisable on March 1, 2022 and the remaining 75% of the shares subject to such option shall vest and become exercisable in 36 monthly installments on the first day of each month thereafter.
- Represents A Ordinary Shares that were redesignated as Ordinary Shares immediately prior to the closing of the initial public offering.
- Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Held by Gregory Weinhoff 2017 Trust, a spousal lifetime access trust ("SLAT"), of which the Reporting Person's spouse and another immediate family member are trustees. The beneficiaries of the SLAT are the Reporting Person's spouse and children. The Reporting Person disclaims beneficial ownership of the securities held by the SLAT.

Remarks:

This amendment is being filed to disclose that options to purchase up to 319,660 ordinary shares are held by the SLAT rather than by the Reporting Person in his direct capacity. No other modifications to the original Form 3 filed on May 27, 2021 are being made hereby.

/s/ Marella Thorell,
attorney-in-fact

06/04/2021

** 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.

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