

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>De Rubertis Francesco</u>			2. Issuer Name and Ticker or Trading Symbol <u>Centessa Pharmaceuticals plc [ CNTA ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2021</u>					
<u>C/O CENTESSA PHARMACEUTICALS PLC</u> <u>3RD FLOOR, 1 ASHLEY RD, ALTRINCHAM</u>			4. 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		
(Street)								
<u>CHESHIRE</u>	<u>XO</u>	<u>WA14 2DT</u>						
(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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares <sup>(1)</sup>	06/02/2021		C		1,886,990	A	(2)	3,155,532	I	See footnote <sup>(3)</sup>
Ordinary Shares <sup>(1)</sup>	06/02/2021		C		44,828	A	(2)	74,964	I	See footnote <sup>(4)</sup>
Ordinary Shares <sup>(1)</sup>	06/02/2021		P		586,077	A	\$20	3,741,609	I	See footnote <sup>(3)</sup>
Ordinary Shares <sup>(1)</sup>	06/02/2021		P		13,923	A	\$20	88,887	I	See footnote <sup>(4)</sup>
Ordinary Shares <sup>(1)</sup>								4,398,519	I	See footnote <sup>(5)</sup>
Ordinary Shares <sup>(1)</sup>								55,677	I	See footnote <sup>(6)</sup>
Ordinary Shares <sup>(1)</sup>								9,403,092	I	See footnote <sup>(7)</sup>
Ordinary Shares <sup>(1)</sup>								236,108	I	See footnote <sup>(8)</sup>

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Shares	(2)	01/29/2021		A <sup>(9)</sup>		1,886,990 <sup>(10)</sup>		(2)	(2)	Ordinary Shares <sup>(1)</sup>	1,886,990 <sup>(10)</sup>	\$11 <sup>(10)</sup>	1,886,990 <sup>(10)</sup>	I	See footnote <sup>(3)</sup>
Series A Preferred Shares	(2)	01/29/2021		A <sup>(9)</sup>		44,828 <sup>(10)</sup>		(2)	(2)	Ordinary Shares <sup>(1)</sup>	44,828 <sup>(10)</sup>	\$11 <sup>(10)</sup>	44,828 <sup>(10)</sup>	I	See footnote <sup>(4)</sup>
Series A Preferred Shares	(2)	06/02/2021		C		1,886,990		(2)	(2)	Ordinary Shares <sup>(1)</sup>	1,886,990	\$0.00	0	I	See footnote <sup>(3)</sup>
Series A Preferred Shares	(2)	06/02/2021		C		44,828		(2)	(2)	Ordinary Shares <sup>(1)</sup>	44,828	\$0.00	0	I	See footnote <sup>(4)</sup>

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Immediately prior to the closing of the initial public offering, the Series A Preferred Shares automatically converted on a one-to-one basis into Ordinary Shares without payment or further consideration. The Series A Preferred Shares had no expiration date.
- 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 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 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.
- 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. This transaction occurred prior to the effectiveness of the Issuer's registration under Section 12 of the Securities Exchange Act of 1934 and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.

10. On May 20, 2021, the Issuer effected a share capital reorganization, which had the effect of a one for two reverse share split of the Issuer's share capital ("Share Split"). This amount has been adjusted to give effect to the Share Split.

**Remarks:**

/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 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.**