

GW PHARMACEUTICALS PLC

FORM 6-K (Report of Foreign Issuer)

Filed 05/22/17 for the Period Ending 05/22/17

Telephone	44 1223 266800
CIK	0001351288
Symbol	GWPH
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Month of May, 2017

Commission File Number: 001-35892

GW PHARMACEUTICALS PLC
(Translation of registrant's name into English)

Sovereign House
Vision Park
Histon
Cambridge CB24 9BZ
United Kingdom
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Notification of Interests of Senior Officers and Connected Persons

On May 22, 2017, GW Pharmaceuticals plc (the “Company”) announced details of new option grants to its newly appointed Chief Financial Officer and Chief Medical Officer. The announcement is attached as Exhibit 99.1 hereto and is incorporated by reference herein. The information contained in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly set forth by specific reference in such a filing.

Exhibits

99.1 Company announcement dated May 22, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GW Pharmaceuticals plc

By: /s/ Adam George

Name: Adam George

Title: Company Secretary

Date: May 22, 2017

GW Pharmaceuticals PLC

NOTIFICATION OF INTERESTS OF SENIOR OFFICERS AND CONNECTED PERSONS

Cambridge, UK, May 22, 2017: GW Pharmaceuticals plc (NASDAQ: GWPH) hereby provides notification that on May 18, 2017 the Company granted the following awards to Volker Knappertz, Chief Medical Officer, and Scott Giacobello, Chief Financial Officer, over the Company's American Depositary Shares ("ADSs") in the form of options ("Awards") under the GW Pharmaceuticals plc Long-Term Incentive Plan, which was approved by shareholders on March 14, 2017:

The Award to Volker Knappertz, Chief Medical Officer, consisted of options to acquire 26,710 American Depositary Shares, structured as follows:

37.5% of the value of the Award at grant is in the form of market-priced options, whereby the options have an exercise price equivalent to the market price at market close on the day prior to grant (\$103.72 per ADS). These options become exercisable on the third anniversary of the date of grant and will lapse upon the tenth anniversary of the date of grant. Future gains upon exercise of these options will be linked to the extent of share price growth over the vesting period. The Remuneration Committee considers that this element of the Award will help to ensure continuing alignment between executive and shareholders' interests.

37.5% of the value of the Award at grant is in the form of performance-based Restricted Stock Units, whereby they will vest and become exercisable upon the third anniversary of the date of grant subject to a certain corporate performance condition having been achieved. In this case, these performance-based Restricted Stock Units will vest if FDA grants regulatory approval of Epidiolex (cannabidiol) on or before May 18, 2020. These performance based Restricted Stock Units shall be automatically exercised to the full extent of the vested Award on the day it becomes exercisable and are subject to an exercise price of \$0.15 per ADS. The Remuneration Committee considers this particular milestone to be an important element of our agreed strategy and the key value driver for the business at this time.

The remaining 25% of the value of the Awards at grant is in the form of Restricted Stock Units whereby these units are subject to a four year service condition and vesting period. 25% of the Restricted Stock Units will automatically vest and will be exercised on each anniversary of the date of grant over the next four years.

The Award to Scott Giacobello, Chief Financial Officer, consisted of options to acquire 17,347 American Depositary Shares, structured as follows:

25% of the value of the Award at grant is in the form of market-priced options, whereby the options have an exercise price equivalent to the market price at market close on the day prior to grant (\$103.72 per ADS). These options become exercisable on the third anniversary of the date of grant and will lapse upon the tenth anniversary of the date of grant. Future gains upon exercise of these options will be linked to the extent of share price growth over the vesting period. The Remuneration Committee considers that this element of the Award will help to ensure continuing alignment between executive and shareholders' interests.

50% of the value of the Award at grant is in the form of performance-based Restricted Stock Units, whereby the options will vest and become exercisable upon the third anniversary of the date of grant subject to a certain corporate performance conditions having been achieved. In this case, half of the award will vest if the Company receives from FDA confirmation of its acceptance of an Epidiolex (cannabidiol) NDA filing on or before May 18, 2020 and half will vest if FDA grants regulatory approval of Epidiolex (cannabidiol) on or before May 18, 2020. These performance-based Restricted Stock Units shall be automatically exercised to the full extent of the vested Award on the day it becomes exercisable and are subject to an exercise price of \$0.15 per ADS. The Remuneration Committee considers these particular milestones to be important elements of our agreed strategy and the key value drivers for the business at this time.

The remaining 25% of the value of the Award at grant is in the form of Restricted Stock Units whereby these units are subject to a four year service condition and vesting period. 25% of the Restricted Stock Units will automatically vest and will be exercised on each anniversary of the date of grant over the next four years.

The Awards made to both Volker Knappertz and Scott Giacobello are subject to an equity retention policy whereby these Officers are required to build up and retain an equity stake in the Company, which may include retained vested share options, with a value representing an agreed multiple of salary, over a 5 year term.

For further information, please contact:

GW Pharmaceuticals PLC +44 (0)1980 557 000
Adam George, Company Secretary
