

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lloyd George W.</u>  (Last) (First) (Middle) C/O ROYALTY PHARMA PLC 110 EAST 59TH STREET  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Royalty Pharma plc [ RPRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Investments & GC
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	11/16/2021		S		72,659	D	\$42.3262 <sup>(1)</sup>	523,201	I	By GWL 2013 NG, LLC
Class A Ordinary Shares	11/16/2021		S		27,341	D	\$43.1887 <sup>(2)</sup>	495,860	I	By GWL 2013 NG, LLC
Class A Ordinary Shares	11/16/2021		S		65,852	D	\$42.1196 <sup>(3)</sup>	714,148	I	By GWL 2014 G, LLC
Class A Ordinary Shares	11/17/2021		S		84,148	D	\$42.3876 <sup>(4)</sup>	630,000	I	By GWL 2014 G, LLC
Class A Ordinary Shares								240,000	I	By GWL 2020 G, LLC
Class A Ordinary Shares								3,000	D	
Class A Ordinary Shares								273,960	I	By IRA
Class A Ordinary Shares								4,000	I	By Spouse

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				
LP interests in RPI US Partners 2019, LP	(5)	09/10/2021		G <sup>(6)</sup>	V		1,282	(7)	(7)	Class A Ordinary Shares	12,820	\$0.00	5,889 <sup>(8)</sup>	D	
LP interests in RPI US Partners 2019, LP	\$0.00							(7)	(7)	Class A Ordinary Shares	1,726,800		172,680 <sup>(8)</sup>	I	By GWL 2014 G, LLC
LP interests in RPI US Partners 2019, LP	\$0.00							(7)	(7)	Class A Ordinary Shares	2,640,270		264,027 <sup>(8)</sup>	I	By GWL 2020 G, LLC

Explanation of Responses:

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.98 per share. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.60 per share. The holder undertakes to provide to the issuer, any

security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.29 per share. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.92 per share. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. No limited partnership interests in RPI US Partners 2019, LP ("RPI US LP") are being exchanged by the Reporting Person. Each limited partnership interest in RPI US LP ("RPI US LP Interest") may be exchanged for ten Class B Interests in Royalty Pharma Holdings Limited ("Holdings"). Each Class B Interest in Holdings so distributed will be exchanged for one Class A Ordinary Share of the Issuer. Any exchanges will be made pursuant to the terms of the Exchange Agreement dated June 16, 2020, among the Issuer, Holdings, RPI US LP, RPI International Holdings 2019, LP, RPI International Partners 2019, LP and RPI EPA Holdings, LP (the "Exchange Agreement"). No additional value will be paid by the Reporting Person in connection with an exchange.

6. The Reporting Person made a charitable donation of RPI US LP Interests. No Class A Ordinary Shares or RPI US LP Interests were sold.

7. Represents RPI US LP Interests. Each RPI US LP Interest can be exchanged for ten Class B Interests in Holdings at any time and for no additional value, which exchange right does not expire until so converted. Upon such exchange, each Class B Interest in Holdings issued in exchange for a RPI US LP Interest will be exchanged for one Class A Ordinary Share of the Issuer for no additional value.

8. The Reporting Person has agreed to retain and not sell Class A Ordinary Shares and RPI US LP Interests convertible into Class A Ordinary Shares representing approximately 7,397,096 Class A Ordinary Shares before February 2025 pursuant to an agreement by and between the Reporting Person and RP Management, LLC. This restriction is waivable under certain circumstances.

**Remarks:**

[/s/ Sean Weisberg, as Attorney-in-Fact for George W. Lloyd](#) [11/18/2021](#)

\*\* 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.**