

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Lloyd George W.</u>  (Last) (First) (Middle) <u>C/O ROYALTY PHARMA PLC</u> <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/15/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Royalty Pharma plc [ RPRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> <u>EVP, Investments &amp; GC</u> 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 <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	Title	Amount or Number of Shares			
LP interests in RPI US Partners 2019, LP	(1)(2)	(1)	Class A Ordinary Shares, par value \$0.0001 per share	77,300	0	D	
LP interests in RPI US Partners 2019, LP	(1)(3)	(1)	Class A Ordinary Shares, par value \$0.0001 per share	836,380	0	I	By GWL 2013 NG, LLC
LP interests in RPI US Partners 2019, LP	(1)(4)	(1)	Class A Ordinary Shares, par value \$0.0001 per share	5,967,070	0	I	By GWL 2014 G, LLC
LP interests in RPI International Holdings 2019, LP	(5)(6)	(5)	Class A Ordinary Shares, par value \$0.0001 per share	283,260	0	I	By IRA
ICAI Interests	(7)	(7)	Limited Partnership interests in RPI US Partners 2019, LP <sup>(1)</sup>	353,000	0	I	By GWL 2014 G, LLC

**Explanation of Responses:**

1. Represents limited partnership interests in RPI US Partners 2019, LP ("RPI US LP Interests"). Each RPI US LP Interest can be exchanged for ten Class B Interests in Royalty Pharma Holdings Ltd, ("Holdings") at any time and for no additional value, which exchange right does not expire until so converted. Each Class B Interest in Holdings issued in exchange for a RPI US LP Interest will be exchanged upon such exchange for one Class A Ordinary Share, par value \$0.0001 per share ("Class A Ordinary Share") of the Issuer for no additional value.

2. Includes RPI US LP Interests convertible into 5,590 Class A Ordinary Shares that are subject to forfeiture if and when the Class A Ordinary Shares attain a 20-trading day volume weighted average price of \$32.30 or more after December 15, 2020 and on or before December 15, 2023. The amount of this forfeiture scales linearly from 0% at \$20.51 per share to 100% at \$32.30 per share.

3. Includes RPI US LP Interests convertible into 60,520 Class A Ordinary Shares that are subject to forfeiture if and when the Class A Ordinary Shares attain a 20-trading day volume weighted average price of \$32.30 or more after December 15, 2020 and on or before December 15, 2023. The amount of this forfeiture scales linearly from 0% at \$20.51 per share to 100% at \$32.30 per share.

4. Includes RPI US LP Interests convertible into 4,573,096 Class A Ordinary Shares that are subject to an agreement by and between the reporting person and RP Management, LLC under which the reporting person has agreed to retain and not sell such interests before February 2025. This restriction is waivable under certain circumstances.

5. Represents limited partnership interests in RPI International Holdings 2019, LP ("RPI Intl. LP Interests"). Each RPI Intl. 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. Each Class B Interest in Holdings issued in exchange for a RPI Intl. LP Interest will be exchanged upon such exchange for one Class A Ordinary Share of the Issuer for no additional value



**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jason Mehar and Jacqueline Ostendorf as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder of Royalty Pharma plc (the "**Company**"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
- (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, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-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 any of such attorneys-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 any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact 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 any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, 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 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9<sup>th</sup> day of June, 2020.

Signature: /s/ George W. Lloyd

Print Name: George W. Lloyd