

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>Legorreta Pablo G.</u>  (Last) (First) (Middle) <u>C/O ROYALTY PHARMA PLC</u> <u>110 E. 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/22/2020</u>		

**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			

**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					
ICAI Interests	\$0	06/15/2020		A <sup>(1)</sup>		1,719,074		(3)	(3)	Limited Partnership interests in RPI US Partners 2019, LP <sup>(2)</sup>	\$0	1,719,074 <sup>(4)</sup>	I	By Legorreta Investments LLC

**Explanation of Responses:**

- The Reporting Person acquired beneficial ownership of Class B Interests in Royalty Pharma Holdings Ltd. ("Holdings") and became entitled to indirect rights to exchange such Class B Interests for Class A Ordinary Shares of the Issuer in connection with a reorganization prior to closing of the Issuer's initial public offering (as more fully described in the Issuer's Registration Statement on Form S-1 (File No. 333-238632)). The reorganization involved the exchange of interests in Royalty Pharma Investments 2019 ICAV held by RPI US Partners 2019, LP ("RPI US LP") and RPI International Holdings 2019, LP ("RPI Intl. LP") for interests in Holdings. The reorganization and the acquisition of these exchange rights occurred on June 15, 2020.
- 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 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 of the Issuer for no additional value.
- These ICAI Interests represent a grant of up to 1,719,074 RPI US LP Interests and expire on December 15, 2023. The full number of RPI US LP Interests is issuable in respect of these ICAI Interests 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 number of RPI US LP Interests issuable in respect of these ICAI Interests scales linearly from 0% at \$20.51 per share to 100% at \$32.30 per share.
- This amendment to Form 4 is being filed to correct the terms and the number of ICAI Interests that was incorrectly reported on the Reporting Person's original Form 4 due to an inadvertent administrative error.

/s/ Jason Mehar, as Attorney-in-Fact, for Pablo G. Legorreta 04/15/2022

\*\* 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.