

| 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*<br><u>Lloyd George W.</u><br><hr/> (Last) (First) (Middle)<br>C/O ROYALTY PHARMA PLC<br>110 EAST 59TH STREET<br><hr/> (Street)<br>NEW YORK NY 10022<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Royalty Pharma plc [ RPRX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>EVP, Investments & GC |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/25/2022</u>             |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                             |

**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         | 07/25/2022                           |  | S                              |   | 19,557  | D          | \$42.9036 <sup>(1)</sup> | 410,443   | I  | By GWL 2014 G, LLC                                    |
| Class A Ordinary Shares         | 07/25/2022                           |  | S                              |   | 11,114  | D          | \$42.9766 <sup>(2)</sup> | 228,886   | I  | By GWL 2020 G, LLC                                    |
| Class A Ordinary Shares         | 07/26/2022                           |  | S                              |   | 5,443   | D          | \$43.0319 <sup>(3)</sup> | 405,000   | I  | By GWL 2014 G, LLC                                    |
| Class A Ordinary Shares         | 07/26/2022                           |  | S                              |   | 13,886  | D          | \$43.1243 <sup>(4)</sup> | 226,114   | I  | By GWL 2020 G, LLC                                    |
| Class A Ordinary Shares         | 07/27/2022                           |  | S                              |   | 25,000  | D          | \$43.7622 <sup>(5)</sup> | 380,000   | I  | By GWL 2014 G, LLC                                    |
| Class A Ordinary Shares         | 07/27/2022                           |  | S                              |   | 100   | D          | \$43.9                   | 226,014   | I  | By GWL 2020 G, LLC                                    |
| Class A Ordinary Shares         |                                      |  |                                |   |   |            |                          | 495,860   | I  | By GWL 2013 NG, LLC                                   |
| Class A Ordinary Shares         |                                      |  |                                |   |   |            |                          | 3,000   | D  |   |
| Class A Ordinary Shares         |                                      |  |                                |   |   |            |                          | 273,960   | I  | By IRA  |
| Class A Ordinary Shares         |                                      |  |                                |   |   |            |                          | 4,011   | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

**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 Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Code (Instr. 8) | 5. V (Instr. 8) | 6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 7. Date Exercisable or Expiration Date (Month/Day/Year) | 8. Title of Underlying Security (Instr. 3 and 4) | 9. Price of Derivative Security (Instr. 5) | 10. Number of derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4) | 11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 12. Nature of Beneficial Ownership (Instr. 4) |
|--|-------------------------------------|--------------------------------------|--|--------------------|-----------------|--|---|--|--|--|---|---|
|--|-------------------------------------|--------------------------------------|--|--------------------|-----------------|--|---|--|--|--|---|---|

1. The reported price in Column 9 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.90 to \$43.17 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.

2. The reported price in Column 9 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.90 to \$43.17 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 9 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.91 to \$43.13 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 9 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.93 to \$43.35 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. The reported price in Column 9 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.70 to \$43.89 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.

**Remarks:**

All reported transactions were effected pursuant to a 10b5-1 plan adopted by the reporting person on June 23, 2022.

/s/ Sean Weisberg, as  
 Attorney-in-Fact for George W. Lloyd  
 07/27/2022

\*\* 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.**