

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Manning Paul B</u> (Last) (First) (Middle) <u>200 GARRETT STREET, SUITE S</u> (Street) <u>CHARLOTTESVILLE VA 22902</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verica Pharmaceuticals Inc. [VRCA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2024</u>	
	4. 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 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			
Common Stock	11/22/2024		P		18,426,966	A	(1)	26,278,094	D ⁽²⁾	
Common Stock	11/22/2024		P		4,494,382	A	(3)	5,976,101	I	See footnote ⁽⁴⁾
Common Stock	11/26/2024		G		450,000	D	\$0	25,828,094	D ⁽²⁾	
Common Stock								891,870.41	I	By trust ⁽⁵⁾
Common Stock								891,870.42	I	By trust ⁽⁵⁾
Common Stock								891,870.42	I	By trust ⁽⁵⁾
Common Stock								3,324,338.75	I	By trust ⁽⁶⁾
Common Stock								256,634	I	See footnote ⁽⁷⁾

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				
Series A Warrants (right to buy)	\$1.068	11/22/2024		P		9,213,483		11/22/2024	11/22/2025	Common Stock	9,213,483	(1)	9,213,483	D ⁽²⁾	
Series B Warrants (right to buy)	\$1.335	11/22/2024		P		9,213,483		11/22/2024	11/22/2029	Common Stock	9,213,483	(1)	9,213,483	D ⁽²⁾	
Series A Warrants (right to buy)	\$1.068	11/22/2024		P		2,247,191		11/22/2024	11/22/2025	Common Stock	2,247,191	(3)	2,247,191	I	See footnote ⁽⁴⁾
Series B Warrants (right to buy)	\$1.335	11/22/2024		P		2,247,191		11/22/2024	11/22/2029	Common Stock	2,247,191	(3)	2,247,191	I	See footnote ⁽⁴⁾

Explanation of Responses:

- The reported securities are included within 18,426,966 investment units purchased by the Reporting Person for \$0.89 per investment unit. Each investment unit consists of one share of Common Stock, a Series A warrant for one half of a share of common stock and a Series B warrant for one half of a share of common stock. The Reporting Person will not be entitled to exercise any portion of a Series A or Series B Warrant that, upon giving effect to such exercise, would cause the aggregate number of shares beneficially owned by the Reporting Person to exceed 49.99% of the number of shares of the Issuer's common stock outstanding immediately after giving effect to the exercise.
- The shares are held by Mr. Manning jointly with his spouse.
- The reported securities are included within 4,494,382 investment units purchased by BKB Growth Investments, LLC ("BKB") for \$0.89 per investment unit. Each investment unit consists of one share of Common Stock, one Series A warrant and one Series B warrant, each to purchase up to 2,247,191 shares of common stock.
- The shares are held directly by BKB. The Reporting Person is a co-manager of the manager of BKB and has shared voting and investment power with respect to the shares held by BKB.
- These shares are held in separate trusts for the benefit of the Reporting Person's immediate family members. The Reporting Person's spouse is trustee of each trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by The Paul B. Manning Revocable Trust dated May 10, 2000 (the "Trust"). The Reporting Person is the trustee of the Trust and has sole voting and investment power with respect to the shares held by the Trust.
- The shares are held directly by PBM Capital Investments, LLC ("PBMCI"). The Reporting Person is CEO of PBMCI and has sole voting and investment power with respect to the shares held by PBMCI.

/s/ Mark Ballantyne, Attorney-
in-Fact

11/26/2024

** 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.

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