FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average I	burden								

0.5

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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(h)						

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						00	investment C	, opa	0. 20.0					
1. Name and Address of Reporting Person* <u>Protopapas Anna</u>				2. Issuer Name and Ticker or Trading Symbol Mersana Therapeutics Inc [MRSN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			-	Microana Therapeaces, Mer Microst					2	Director		10% Ov	/ner	
(F	First)	(Middle)		3 Date of Farliest Transaction (Month/Day/Year)						Officer (below)	(give title	Other (s below)	pecify	
				01/23/2019						President & CEO				
		inc.												
MORIAL L	DRIVE									_				
(Street)			4	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	6. Individual or Joint/Group Filing (Check Applicable Line)				
RIDGE M	ſΑ	02139										•		
												ed by More t	than One Repor	ting
(5	State)	(Zip)									F 613011			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			Date	Day/Year) Execution Date		Date	Pransaction Disposed Of (D) (Instr. 3, 4		ed (A) or str. 3, 4 and 5	Securities Beneficia Owned Fo	Form (D) of ollowing (I) (In	orm: Direct D) or Indirect) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
						Code V	Amount	(A) o (D)	r Price	Transacti	on(s)		(Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, ontions, convertible securities)														
2	2 Transaction				T .						9 Brice of	0 Number o	of 10	11. Nature
erivative Conversion Date ecurity or Exercise (Month/Day/Year) if any		e, Trans Code	Transaction Code (Instr. 8)		Derivative		Expiration Date of Securitie (Month/Day/Year) Underlying Derivative S		ies g Security	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
\$3.51	01/23/2019		A		217,500		(1)	01/23/2029	Common Stock	217,500	\$0	217,500	D	
	(FRSANA THE MORIAL EXIDGE MEDICAL CONVERSION OF EXERCISE Price of Derivative Security	(First) RSANA THERAPEUTICS, MORIAL DRIVE RIDGE MA (State) Ta Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) Price of Derivative Security	(First) (Middle) RSANA THERAPEUTICS, INC. MORIAL DRIVE RIDGE MA 02139 (State) (Zip) Table I - Non- Security (Instr. 3) Table II - D (6) Conversion or Exercise (Month/Day/Year) if any (Month/Day/Year) Price of Derivative Security	(First) (Middle) RSANA THERAPEUTICS, INC. MORIAL DRIVE AIDGE MA (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Table II - Derivative (e.g., puts (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Code	(First) (Middle) RSANA THERAPEUTICS, INC. MORIAL DRIVE 4. If Ame (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8)	(First) (Middle) RSANA THERAPEUTICS, INC. MORIAL DRIVE Table I - Non-Derivative Securities (State) (Zip) Table II - Derivative Securities (e.g., puts, calls, warr Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) A. If Amendment, II 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) Acquired Acquired Acquired or Dispondic (D) (in 3, 4 and 5) Code V (A)	(First) (Middle) RSANA THERAPEUTICS, INC. MORIAL DRIVE Table I - Non-Derivative Securities Action or Exercise Price of Derivative Security (Month/Day/Year) Table II - Derivative Securities Acquees (E.g., puts, calls, warrants of the privative Securities Acquees (Month/Day/Year) Code (Instr. 3) Code (V) (A) (D)	Mersana Therapeutics, Inc. Morial Drive RSANA THERAPEUTICS, INC. MORIAL DRIVE Table I - Non-Derivative Securities Acquired, Discurities (Month/Day/Year) Table II - Derivative Securities Acquired, Discurities Acquired, Discurities Price of Derivative Securities (Month/Day/Year) Table II - Derivative Securities Acquired, Discurities Acquired, Dis	Mersana Therapeutics, Inc. [MRSN 3. Date of Earliest Transaction (Month/Day/Year) 01/23/2019 4. If Amendment, Date of Original Filed (Month/Day Table I - Non-Derivative Securities Acquired, Disposed of [Month/Day/Year] (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertice of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) 2. 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Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (instr. 8) Code V Amount (A) or Price (Month/Day/Year) Conversion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Date Execution Date (Month/Day/Year) Date (Disposed of (D) (Instr. 3 and 4) Code (Instr. 8) A Date Exercisable and Expiration Date (Month/Day/Year) Date (D) Date (D	Mersana Therapeutics, Inc. [MRSN] (Check all applic X Director X Director X Director Delow) (Standard Drive	Mersana Therapeutics, Inc. [MRSN] 3. Date of Earliest Transaction (Month/Day/Year) Difficer (give title below) President 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired (A) or (B) or (Code (Instr. 2) (Instr. 3) (Instr. 4) (Instr.	Mersana Therapeutics, Inc. [MRSN] Solve of Earliest Transaction (Month/Day/Year) Mersana Therapeutics, Inc. [MRSN] Mersana Therapeutics, Inc. [MRSN] Solve of Earliest Transaction (Month/Day/Year) A. If Amendment, Date of Original Filed (Month/Day/Year) A. 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Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Instr. 4) Table II - Derivative Securities (D. Ownership Scientifics) (Inst

Explanation of Responses:

1. The options vest in equal quarterly installments over the first four years after the vesting commencement date, January 23, 2019.

/s/ Eva Jack, as Attorney-in-

<u>Fact</u>

** 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.