
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 5, 2017**

MERSANA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38129
(Commission File Number)

04-3562403
(IRS Employer
Identification No.)

840 Memorial Drive
Cambridge, MA 02139
Cambridge, MA
(Address of principal executive offices)

02139
(Zip Code)

(Registrant's telephone number, including area code): **(617) 498-0020**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 5, 2017, the Board of Directors (the “Board”) of Mersana Therapeutics, Inc. (the “Company”) increased the size of the Board from six to seven directors and appointed Lawrence M. Alleva to serve as a Class III director for a term expiring at the Company’s 2020 annual meeting of stockholders or upon his earlier death, resignation or removal. The Board also appointed Mr. Alleva to serve as a member of the Board’s Audit and Nominating and Corporate Governance Committees.

Mr. Alleva will be compensated for his service as a director in accordance with the Company’s non-employee director compensation policy, as generally described in Amendment No. 1 to the Company’s Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on June 16, 2017 (the “Registration Statement”). The Board has affirmatively determined that Mr. Alleva is independent in accordance with applicable NASDAQ listing rules and has no material direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Alleva and the Company have entered into an indemnification agreement (the “Indemnification Agreement”), which will provide indemnification protection for Mr. Alleva in connection with his service as a member of the Board. The Indemnification Agreement is substantially similar to the form filed as Exhibit 10.1 to the Registration Statement, and is incorporated herein by reference.

On September 5, 2017, the Company issued a press release announcing Mr. Alleva’s appointment to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 5, 2017.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated September 5, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Mersana Therapeutics, Inc.

By: /s/ Eva M. Jack
Name: Eva M. Jack
Title: Chief Business Officer

Date: September 6, 2017

Mersana Appoints Lawrence M. Alleva to Board of Directors

CAMBRIDGE, Mass.— (September 5, 2017) — Mersana Therapeutics, Inc., (NASDAQ:MRSN) a clinical-stage biopharmaceutical company focused on discovering and developing a pipeline of antibody drug conjugates (ADCs) based on its proprietary Dolaflexin[®] platform, today announced the appointment of Lawrence M. Alleva to its board of directors, effective immediately. Mr. Alleva is a retired partner from PricewaterhouseCoopers (PwC). Mr. Alleva will serve as a member of the Audit and Nominating and Corporate Governance Committees.

“We are excited to welcome Larry to Mersana’s board during a critical juncture in our company’s continued growth and evolution,” said Anna Protopapas, President and Chief Executive Officer of Mersana. “His depth of experience in finance, accounting and corporate governance will be invaluable to Mersana as we make important progress as a clinical-stage public company and adopt the necessary policies and procedures to ensure our success.”

Mr. Alleva is a Certified Public Accountant (inactive) and is a former partner with PwC, where he worked for 39 years until his retirement in June 2010, including 28 years’ service as a partner. He has worked with numerous pharmaceutical and biotechnology companies as clients and served PwC in a variety of office, regional and national practice leadership roles, most recently as the U.S. Ethics and Compliance Leader for the firm’s Assurance Practice from 2006 until 2010. Mr. Alleva currently serves as a director and chair of the audit committee for multiple public companies: Tesaro Inc., Bright Horizons Family Solutions Inc. and Adaptimmune Therapeutics plc. He previously served as a Trustee of Ithaca College for over 20 years. Mr. Alleva graduated from Ithaca College with a B.S. in Accounting. He attended Columbia University Executive MBA (non-degree) Program.

“Mersana’s rapid growth as a leading ADC company, with near-term clinical milestones anticipated in the next 12 months, makes this an opportune time to join the board of directors,” said Mr. Alleva. “I believe Mersana has the potential to make a difference in the lives of cancer patients and I am delighted to help support the Company to achieve success in this meaningful endeavor.”

About Mersana Therapeutics

Mersana Therapeutics is a clinical-stage biopharmaceutical company using its differentiated and proprietary ADC platforms to develop highly targeted drugs with increased tolerability and expanded opportunities to deliver meaningful clinical benefit to patients. Mersana’s lead product candidate, XMT-1522, is in Phase I clinical trials in patients with advanced tumors expressing HER2, including breast cancer, non-small-cell-lung-cancer (NSCLC) and gastric cancer patients. The Company expects that its second product candidate, XMT-1536, will enter clinical trials in early 2018. In addition, multiple partners are using Mersana’s leading platform to advance their ADC pipelines.

Forward-Looking Statements

This press release contains forward-looking statements and information within the meaning of the Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “target,” “should,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The Company may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including: uncertainties inherent in the initiation and completion of preclinical studies and clinical trials and clinical development of the Company’s product candidates; availability and timing of results from preclinical studies and clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or the results of future trials; expectations for regulatory approvals to conduct trials or to market products; and availability of funding sufficient for the Company’s foreseeable and unforeseeable operating expenses and capital expenditure requirements. These and other risks are described in greater detail under the caption “Risk Factors” included in the Company’s most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 11, 2017, and in other filings that the Company may make with the Securities and Exchange Commission in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and the Company expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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