

**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): **February 26, 2018**

**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.

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

On February 26, 2018, Donald A. Bergstrom, M.D., Ph.D. notified Mersana Therapeutics, Inc. (the "Company") of his resignation from his position as the Company's Chief Medical Officer, effective as of March 31, 2018, in order to pursue other opportunities. The Company has initiated a search for a new Chief Medical Officer.

During the transition period, the clinical development responsibilities of XMT-1522 and XMT-1536 will be assumed by the Company's experienced medical, clinical operations and translational medicine leaders. The Company's clinical activities remain on track as described in its latest update press release on January 8, 2018.

*Cautionary Note Regarding Forward-Looking Statements*

This Current Report on Form 8-K contains "forward-looking" statements within the meaning of federal securities laws. These forward-looking statements are not statements of historical facts and are based on management's beliefs and assumptions and on information currently available to management. Forward-looking statements include those concerning the possible or assumed timing of the Company's clinical trials and the employees who will assume Dr. Bergstrom's responsibilities.

Forward-looking statements represent management's beliefs and assumptions only as of the date of this Current Report. The Company's operations involve risks and uncertainties, many of which are outside its control, and any one of which, or combination of which, could materially affect its results of operations and whether the forward-looking statements ultimately prove to be correct. Factors that may materially affect the Company's results of operations include, among other things, that preclinical testing may not be predictive of the results or success of ongoing or later preclinical or clinical trials and that the development of the Company's product candidates will take longer and/or cost more than planned, as well as those listed in the Company's Quarterly Report on Form 10-Q filed on November 13, 2017 with the Securities and Exchange Commission. Except as required by law, the Company assumes no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

#### 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: March 2, 2018