

---

---

**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): **March 19, 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.

---

---

---

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

On March 19, 2018, the Board of Directors (the “Board”) of Mersana Therapeutics, Inc. (the “Company”) increased the size of the Board from seven to eight directors and appointed Willard H. Dere to serve as a Class I director for a term expiring at the Company’s 2018 annual meeting of stockholders or upon his earlier death, resignation or removal. The Board also appointed Dr. Dere to serve as a member of the Board’s Audit and Nominating and Corporate Governance Committees.

Dr. Dere 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 Dr. Dere 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. Dr. Dere and the Company have entered into an indemnification agreement (the “Indemnification Agreement”), which will provide indemnification protection for Dr. Dere 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 March 19, 2018, the Company issued a press release announcing Mr. Dere’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	<a href="#">Press Release, dated March 19, 2018.</a>

**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 19, 2018

Mersana Strengthens Board of Directors Leadership with Appointment of Willard H. Dere, M.D., Professor at the University of Utah and Retired Chief Medical Officer of Amgen

CAMBRIDGE, Mass., March. 19, 2018 — 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 Willard H. Dere, M.D. to its board of directors, effective immediately. Dr. Dere will serve on the Mersana board as an independent director.

Dr. Dere brings to Mersana more than three decades of research, clinical and regulatory biopharmaceutical leadership experience. He is currently Professor of Internal Medicine, Executive Director of Personalized Health, and Co-director of the Center for Clinical and Translational Sciences at the University of Utah Health Sciences Center. Dr. Dere also spent twenty-five years in leadership positions at Amgen and Eli Lilly where he played a critical role in the development and registration of numerous products in osteoporosis, inflammation, nephrology and oncology.

“As we advance our two novel clinical oncology programs, continue to grow our pipeline and expand our platform, Will’s broad R&D experience will be an invaluable resource for Mersana,” said Anna Protopapas, President and Chief Executive Officer of Mersana. “We are delighted to welcome Will to our board and know that Mersana will benefit enormously from his comprehensive research and clinical development experience.”

“I am very excited for the opportunity to join the Mersana Board and work closely with the management team to help the Company fulfill its mission of delivering transformative therapies to cancer patients,” said Dr. Dere. “The Mersana team has rapidly progressed their novel ADC-based programs, which have shown tremendous potential, and taken significant steps towards executing on their promise to create clinically meaningful therapies for cancer patients.”

#### **Biographical Background**

Dr. Dere serves as the Professor of Internal Medicine, B. Lue and Hope S. Bettilyon Presidential Endowed Chair in Internal Medicine for Diabetes Research, Associate Dean, Clinical and Translational Science, Executive Director of Personalized Health, and Co-Principal Investigator of the Center for Clinical and Translational Science at the University of Utah Health Sciences Center. Dr. Dere previously held important scientific and development leadership positions in the biopharmaceutical industry for 25 years. He joined Amgen in 2003, where he held multiple roles including head of global development and both corporate and international chief medical officer. He began his career at Eli Lilly in 1989 and held a number of different roles in clinical pharmacology, regulatory affairs and both early-stage translational and late-stage clinical research. He earned his undergraduate and medical degrees at the University of California, Davis, completed his internal medicine residency training at the University of Utah, and completed his postdoctoral training in endocrinology and metabolism at the University of California, San Francisco.

#### **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 1 clinical trials in patients with advanced tumors expressing HER2, including breast cancer, non-small-cell-lung-cancer (NSCLC) and gastric cancer patients. The Company’s second product

---

candidate, XMT-1536, is in Phase 1 clinical trials in patients with tumors expressing NaPi2b, including ovarian cancer, NSCLC and other cancers. In addition, multiple partners are using Mersana's platform to advance their ADC pipelines.

**Forward-Looking Statements**

This press release 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 generally can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms. 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 ("SEC"). 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.

Copies of the Company's our Quarterly Report on Form 10-Q and our other SEC filings are available by visiting EDGAR on the SEC website at <http://www.sec.gov>.

**Contacts:**

Media Contact  
Paul Kidwell, 617-680-1088  
[paulkidwell@mersana.com](mailto:paulkidwell@mersana.com)

or

Investors Contact  
Stem Investor Relations, Inc.  
Christina Tartaglia, 212-362-1200  
[christina@stemir.com](mailto:christina@stemir.com)

---