FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinatan	D C	20540	
Nashington,	D.C.	20049	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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hours per response	e: 0.5							

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

1. Name and Address of Reporting Person* Hack Andrew A. F.				2. Issuer Name and Ticker or Trading Symbol Mersana Therapeutics, Inc. [MRSN]]							(Ch	neck all appl	licable or	, 10% C		0% Ow)wner			
		L LIFE SCIENC			3. Date of Earliest Transaction (Month/Day/Year) 01/08/2021						Officer (give title Other (specify below) below)						респу			
INVESTORS, 200 CLARENDON STREET (Street) BOSTON MA 02116				4. If Amendment, Date of Original Filed (Month/Day/Year)								ear)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(Sta	ate) (Z	Zip)										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/Yea		Date,	Code (I		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		d (A) or r. 3, 4 and 5	Beneficiall Owned Following		Form: Dir		rect I)	ect Indirect Beneficial				
						Code	v	Amo	unt	(A) or (D)	Price	- 11	Reported Transaction(s) (Instr. 3 and 4)							
Common Stock		01/08/2021				P		100	0,000	A	\$18.39(3	3)	3,545,667		I		See Footnotes ⁽¹⁾⁽²⁾			
Common Stock 01/11/202		01/11/2021				P		75	75,000 A		\$18.52(4	4)	3,620,667		I		See Footnotes ⁽¹⁾⁽²⁾			
Common Stock 01/12		01/12/2021				P		75	,000	A	\$18.16(5	5)	3,695,667		I		See Footnotes ⁽¹⁾⁽²⁾			
	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. Transa Code (8)		of Derive Secur Acqui (A) or Dispo of (D)	ivative (Month/Lurities juired or posed D) ttr. 3, 4			piration Date onth/Day/Year) U D S		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follow Repor	ities icially d ving rted action(s)	10. Owne Form Direct or Ind (I) (Ins	t (D) lirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V (A) (I			Date Exercis	sable	Expiration Date		Amour or Numbe of Shares	er								

Explanation of Responses:

- 1. Represents shares of common stock held directly by Bain Capital Life Sciences Fund II, L.P. ("BCLS II") and BCIP Life Sciences Associates, LP ("BCIPLS" and, together with BCLS II, the "Bain Life Sciences Entities")
- 2. Bain Capital Life Sciences Investors, LLC ("BCLSI") is the ultimate general partner of the BCLS II, and governs the investment strategy and decision-making process with respect to investments held by BCIPLS. Dr. Hack is a Managing Director of BCLSI. By virtue of the relationships described in this footnote, Dr. Hack may be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. Dr. Hack disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.94 to \$18.78, inclusive. The reporting person undertakes to provide to Mersana Therapeutics, Inc., any security holder of Mersana Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.
- 4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.05 to \$18.93, inclusive. The reporting person undertakes to provide to Mersana Therapeutics, Inc., any security holder of Mersana Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.
- 5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.795 to \$18.61, inclusive. The reporting person undertakes to provide to Mersana Therapeutics, Inc., any security holder of Mersana Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

Remarks:

/s/ Andrew A F Hack

01/12/2021

** 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.