

**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 11, 2021**

MERSANA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-38129

04-3562403

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

**840 Memorial Drive
Cambridge, MA 02139
Cambridge, MA**

02139

(Address of principal executive offices)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	MRSN	The Nasdaq Global Select Market

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 9, 2021, 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 Allene Diaz to serve as a Class II director for a term expiring at the Company’s 2022 annual meeting of stockholders or upon her earlier death, resignation or removal. The Board also appointed Ms. Diaz to serve as a member of the Board’s Compensation Committee.

Ms. Diaz will be compensated for her service as a director in accordance with the Company’s current non-employee director compensation policy. The Board has affirmatively determined that Ms. Diaz 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. Ms. Diaz and the Company will enter into an indemnification agreement (the “Indemnification Agreement”), which will provide indemnification protection for Ms. Diaz in connection with her service as a member of the Board. The Indemnification Agreement is substantially similar to the form filed as [Exhibit 10.1 to the Company’s Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on June 16, 2017](#), and is incorporated herein by reference.

On March 11, 2021, the Company issued a press release announcing Ms. Diaz’s appointment to the Board. The Company’s press release is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release by Mersana Therapeutics, Inc., on March 11, 2021
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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/ Brian DeSchuytner

Brian DeSchuytner

Senior Vice President, Finance & Product Strategy

Date: March 11, 2021

Mersana Therapeutics Announces Appointment of Allene Diaz to Board of Directors

CAMBRIDGE, Mass., March 11, 2021 -- Mersana Therapeutics, Inc. (Nasdaq: MRSN), a clinical-stage biopharmaceutical company focused on discovering and developing a pipeline of antibody-drug conjugates (ADCs) targeting cancers in areas of high unmet medical need, today announced the appointment of Allene Diaz to its board of directors.

“Allene’s breadth of knowledge in strategic product planning, portfolio management and commercialization of cancer therapeutics will be invaluable to Mersana as we focus on building UpRi as a foundational therapy for the treatment of ovarian cancer and building out our maturing pipeline of ADC candidates. With our growing portfolio of product candidates, the strategic choices we make to create differentiated product labeling and positioning are critical to our vision of discovering and developing life-changing ADC therapies for patients fighting cancer. We are excited to benefit from Allene’s experience in bringing transformational agents to patients waiting for new options,” said Anna Protopapas, President and Chief Executive Officer of Mersana Therapeutics.

Ms. Diaz has over thirty years of experience in the pharmaceutical industry most recently serving as Senior Vice President of R&D portfolio management and decision sciences at GlaxoSmithKline. She previously held senior strategic product planning and commercial roles at Tesaro and Merck KGaA. She has contributed to the development, launch and commercialization of multiple global cancer therapies. Earlier in her career she held roles of increasing responsibility at Amylin, Cancervax Corporation, Biogen, Pfizer and Parke-Davis Pharmaceuticals. Ms. Diaz is currently on the board of both BCLS Acquisition Corporation and Allena Pharmaceuticals, having previously served as a non-executive director at Erytech for three years before her current board positions. She holds a B.S. from Florida State University.

“I am drawn to Mersana’s novel and groundbreaking approach to treating patients with cancer. In particular, their lead candidate UpRi has demonstrated significant anti-tumor activity in heavily pre-treated patients with platinum-resistant ovarian cancer, many of whom have failed bevacizumab and PARP inhibitors,” said Ms. Diaz. “I am excited to join the board at this important juncture and to work with the Company to advance its pipeline of product candidates derived from its innovative ADC platforms.”

About Mersana Therapeutics

Mersana Therapeutics is a clinical-stage biopharmaceutical company using its differentiated and proprietary ADC platforms to rapidly develop novel ADCs with optimal efficacy, safety and tolerability to meaningfully improve the lives of people fighting cancer. Mersana’s lead product candidate, upifitamab rilsodotin (UpRi), is a Dolaflexin ADC targeting NaPi2b and is in the expansion portion of a Phase 1 proof-of-concept clinical study in patients with ovarian cancer and NSCLC adenocarcinoma. XMT-1592, Mersana’s second ADC product candidate targeting NaPi2b-expressing tumors, was created using Mersana’s customizable and homogeneous Dolasynthen platform and is in the dose escalation portion of a Phase 1 proof-of-concept clinical study. The Company’s early-stage programs include XMT-1660, a Dolasynthen ADC targeting B7-H4, as well as XMT-2056, a STING-agonist ADC developed using the Company’s Immunosynthen platform. In addition, multiple partners are using Mersana’s Dolaflexin 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 include information concerning the Company’s business strategy and the design, progression and timing of its clinical trials, the ability of the single-arm UPLIFT cohort to enable registration, and expectations regarding future clinical trial results based on data achieved to date, and the sufficiency of the Company’s cash on hand. Forward-looking statements generally can be identified by terms such as “aims,” “anticipates,” “believes,” “contemplates,” “continues,” “could,” “estimates,” “expects,” “goal,” “intends,” “may,” “on track,” “opportunity,” “plans,” “poised for,” “possible,” “potential,” “predicts,” “projects,” “promises to be,” “seeks,” “should,” “target,” “will,” “would” or similar expressions and the negatives of those terms. Forward-looking statements represent management’s beliefs and assumptions only as of the date of this press release. 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 and whether these forward-looking statements prove to be correct include, among other things, that preclinical testing or early clinical results may not be predictive of the results or success of ongoing or later preclinical or clinical studies, that the identification, development and testing of the Company’s product candidates and new platforms will take longer and/or cost more than planned, and that our clinical studies may not be initiated or completed on schedule, if at all, as well as those listed in the Company’s Annual Report on Form 10-K filed on February 26, 2021, with the Securities and Exchange Commission (“SEC”), and subsequent SEC filings. In addition, while we expect that the COVID-19 pandemic might adversely affect the Company’s preclinical and clinical development efforts, business operations and financial results, the extent of the impact on the Company’s operations and the value of and market for the Company’s common stock will depend on future developments that are highly uncertain and cannot be predicted with confidence at this time, such as the ultimate duration of the pandemic, travel restrictions, quarantines, physical distancing and business closure requirements in the U.S. and in other countries, and the effectiveness of actions taken globally to contain and treat the disease. 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.

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