

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**MERSANA THERAPEUTICS, INC.**

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

# Your **Vote** Counts!

**MERSANA THERAPEUTICS, INC.**

2024 Annual Meeting to be held

June 11, 2024 at 9 AM ET

Vote by June 10, 2024

11:59 PM ET

MERSANA THERAPEUTICS, INC.  
840 MEMORIAL DRIVE  
CAMBRIDGE, MA 02139



V45699-P06742

## You invested in MERSANA THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

### Get informed before you vote

View the Notice of Annual Meeting and Proxy Statement and Annual Report online at [www.ProxyVote.com](http://www.ProxyVote.com) OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

Vote on June 11, 2024  
9:00 AM ET

Visit  
[www.virtualshareholdermeeting.com/MRSN2024](http://www.virtualshareholdermeeting.com/MRSN2024)

#### Vote in Advance of the Meeting

Vote by June 10, 2024 11:59 PM ET  
Visit [www.ProxyVote.com](http://www.ProxyVote.com)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class I Directors, each to serve until the 2027 Annual Meeting of Stockholders	
<b>Nominees:</b>	
1a. Willard H. Dere, M.D.	✔ For
1b. Martin Huber, M.D.	✔ For
2. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers.	✔ For
3. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".