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): **October 6, 2022**

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, Massachusetts	**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 (see General Instruction A.2. below):

☐ 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 Stock Market LLC

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 7.01 Regulation FD Disclosure.

On October 6, 2022, Mersana Therapeutics, Inc. (the "Company") posted an updated corporate presentation on the Company's website. To access the presentation, investors should visit the "Events & Presentations" page under the "Investors & Media" section of the Company's website at ir.mersana.com.

The information furnished under this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing by the Company with the Securities and Exchange Commission under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On October 6, 2022, the Company issued a press release announcing the completion of patient enrollment in UPLIFT, the Company's single-arm registrational trial evaluating the safety and efficacy of upifitamab rilsodotin in patients with platinum-resistant ovarian cancer. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by the Company on October 6, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: October 6, 2022

By: /s/ Brian DeSchuytner
Brian DeSchuytner
Senior Vice President, Chief Financial Officer

Exhibit 99.1

Mersana Therapeutics Announces Completion of Enrollment in UPLIFT, a Single-Arm Registrational Trial of Upifitamab Rilsodotin (UpRi) in Platinum-Resistant Ovarian Cancer

- *Topline data from UPLIFT expected in mid-2023*
- *Targeting potential Biologics License Application (BLA) submission by the end of 2023*

CAMBRIDGE, Mass., October 6, 2022 – 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 completion of patient enrollment in UPLIFT, the company's single-arm registrational trial of UpRi in platinum-resistant ovarian cancer. UpRi is Mersana's first-in-class NaPi2b-targeting ADC with a novel scaffold-linker-payload that enables a high drug-to-antibody ratio and controlled bystander effect.

"The completion of enrollment in UPLIFT moves us one step closer to our goal of establishing UpRi as a foundational therapy for ovarian cancer," said Anna Protopapas, President and Chief Executive Officer of Mersana Therapeutics. "Thanks in large part to the enthusiasm we have seen about UpRi among global investigators, the significant unmet needs of patients in the platinum-resistant setting and strong execution from our team, we were able to enroll more than 270 patients in this trial within approximately a year. As a result, we believe we will have a robust data set for a planned topline data readout from UPLIFT in mid-2023 and, assuming positive data, a potential U.S. Food and Drug Administration BLA submission by the end of 2023. We extend our sincere thanks to the patients, caregivers, clinical investigators and staff who are participating in UPLIFT."

UPLIFT is a single-arm clinical trial evaluating the safety and efficacy of UpRi in patients with platinum-resistant ovarian cancer who have received up to four prior lines of therapy. Patients with three or four prior lines of therapy were able to enroll in UPLIFT without regard to prior bevacizumab treatment. The trial enrolled a total of 272 patients to receive a 36 mg/m^2 dose of UpRi every four weeks. While NaPi2b testing of patient tumor samples is ongoing, the company expects that it will exceed its targeted number of NaPi2b positive patients in UPLIFT. The trial's primary endpoint is the objective response rate (ORR) in the NaPi2b positive population, and secondary endpoints include the ORR regardless of NaPi2b expression, as well as duration of objective response and incidence and severity of adverse events.

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 that is being studied in UPLIFT, a single-arm registrational trial in patients with platinum-resistant ovarian cancer; UPGRADE, a Phase 1/2 umbrella trial evaluating UpRi in combination with other ovarian cancer therapies; and UP-NEXT, a Phase 3 clinical trial of UpRi as monotherapy maintenance following treatment with platinum doublets in recurrent platinum-sensitive ovarian cancer. Mersana is also advancing XMT-1660, a Dolasynthen ADC targeting B7-H4, and XMT-2056, an Immunosynthen ADC targeting a novel epitope of human epidermal growth factor receptor 2 (HER2), in addition to other earlier-stage assets. In addition, multiple partners are using Mersana's platforms to advance their ADC pipelines. Mersana Therapeutics was named among the 2021 Top Places to Work in Massachusetts by The Boston Globe. Mersana routinely posts information that may be useful to investors on the "Investors and Media" section of its website at www.mersana.com.

Forward-Looking Statements

This press release contains "forward-looking" statements and information within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as "aims," "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goal," "intends," "may," "plans," "possible," "potential," "seeks," "will" and variations of these words or similar expressions, although not all forward-looking statements contain these words. Forward-looking statements in this press release include, but are not limited to, those concerning the therapeutic potential of Mersana's product candidates, including UpRi's potential to serve as a foundational therapy in ovarian cancer, the objectives of the UPLIFT clinical trial, Mersana's expectations regarding the number of NaPi2b positive patients determined to be enrolled following completion of screening, the timing of top-line data from the trial, the possibility that top-line data from UPLIFT and other available data will support a BLA submission and the possible timing of any such BLA submission. Mersana may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including, among other things, uncertainties inherent in research and development, in the conduct of clinical trials and in the clinical development of Mersana's product candidates; the risk that the outcomes of preclinical studies or earlier clinical trials will not be predictive of later clinical trial results; the risk that the NaPi2b positive prevalence in patients enrolled in the UPLIFT trial is different than that shown in prior studies of ovarian cancer patients; potential adverse effects arising from the use of UpRi or other product candidates; the risk that Mersana may not realize the intended benefits of its platforms, technology and collaborations; risks to patient follow-up, as well as to Mersana's abilities to meet other anticipated deadlines and milestones, whether presented by the ongoing COVID-19 pandemic or otherwise; the risk that data from the UPLIFT trial may not support the submission of a BLA; risks related to the regulatory approval process and other important factors, any of which could cause Mersana's actual results to differ from those contained in the forward-looking statements, that are described in greater detail in the section entitled "Risk Factors" in Mersana's Annual Report on Form 10-Q filed with the Securities and Exchange Commission ("SEC") on August 8, 2022, as well as in other filings Mersana may make with the SEC in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and Mersana expressly disclaims any obligation to update any forward-looking statements contained herein, whether because of any new information, future events, changed circumstances or otherwise, except as otherwise required by law.

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