

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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* <u>New Enterprise Associates 14, L.P.</u> <hr/> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 <hr/> (Street) TIMONIUM MD 21093 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/27/2017	3. Issuer Name and Ticker or Trading Symbol <u>Mersana Therapeutics, Inc. [ MRSN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	2,647,241	(1)	D <sup>(2)</sup>	
Series B-1 Preferred Stock	(3)	(3)	Common Stock	4,000,314	(3)	D <sup>(2)</sup>	
Series C-1 Preferred Stock	(4)	(4)	Common Stock	492,583	(4)	D <sup>(2)</sup>	
Stock Purchase Warrant (right to buy)	09/27/2013	09/27/2023	Common Stock	70,593	0.05	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>New Enterprise Associates 14, L.P.</u> <hr/> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 <hr/> (Street) TIMONIUM MD 21093 <hr/> (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person*		
<a href="#">NEA Partners 14, L.P.</a>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NEA 14 GP, LTD</a>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Series A-1 Convertible Preferred Stock is convertible into shares of common stock at any time at the holder's election and automatically upon the consummation of a public offering of the registrant. There is no expiration date for the Series A-1 Convertible Preferred Stock.
2. The securities are directly held by New Enterprise Associates 14, L.P. ("NEA 14") and are indirectly held by NEA Partners 14, L.P. ("NEA Partners 14"), the sole general partner of NEA 14, NEA 14 GP, LTD ("NEA 14 LTD"), the sole general partner of NEA Partners 14 and each of the individual directors of NEA 14 LTD (NEA Partners 14, NEA 14 LTD and the individual directors of NEA 14 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 14 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Patrick J. Kerins, David M. Mott, Scott D. Sandell, Peter W. Sonsini and Ravi Viswanathan. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 14 securities in which the Indirect Reporting Persons have no pecuniary interest.
3. The Series B-1 Convertible Preferred Stock is convertible into shares of common stock at any time at the holder's election and automatically upon the consummation of a public offering of the registrant. There is no expiration date for the Series B-1 Convertible Preferred Stock.
4. The Series C-1 Convertible Preferred Stock is convertible into shares of common stock at any time at the holder's election and automatically upon the consummation of a public offering of the registrant. There is no expiration date for the Series C-1 Convertible Preferred Stock.

**Remarks:**

/s/ Sasha Keough, attorney-in- 06/27/2017  
fact

\*\* 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 5 (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.**