

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Bala Mohan</u> _____ (Last) (First) (Middle) C/O MERSANA THERAPEUTICS, INC. 840 MEMORIAL DRIVE _____ (Street) CAMBRIDGE MA 02139 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/05/2023	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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP, Chief Development Officer	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)
Common Stock	4,395	D	

**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			
Stock Option (right to buy)	(1)	10/24/2031	Common Stock	112,500	8.63	D	
Stock Option (right to buy)	(2)	01/12/2033	Common Stock	157,500	6.06	D	
Restricted stock unit	(3)	(3)	Common Stock	18,750	0.00 <sup>(4)</sup>	D	
Restricted stock unit	(5)	(5)	Common Stock	35,000	0.00 <sup>(4)</sup>	D	
Restricted stock unit	(6)	(6)	Common Stock	50,000	0.00 <sup>(4)</sup>	D	

**Explanation of Responses:**

- 25% of the shares underlying the option vested on October 25, 2022, and the remainder vested or will vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer on such vesting date.
- The shares underlying the option vested or will vest in equal quarterly installments over four years following the date of grant, January 13, 2023, subject to the Reporting Person's continued service to the Issuer on such vesting date.
- The restricted stock units ("RSUs") will vest in three equal installments on October 25, 2023, October 25, 2024, and October 25, 2025, subject to the Reporting Person's continued service to the Issuer on such vesting date.
- Each RSU represents the contingent right to receive one share of common stock of the Issuer.
- The RSUs will vest in equal annual installments over four years following the date of grant, January 13, 2023, subject to the Reporting Person's continued service to the Issuer on such vesting date.
- The RSUs will vest on October 1, 2024, subject to the Reporting Person's continued service to the Issuer on such vesting date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Alejandra Carvajal, as attorney-in-fact 09/07/2023

\*\* 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.

**POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints each of Brian DeSchuytner, Alejandra Carvajal and Brigitte Eichner of Mersana Therapeutics, Inc. (the "Company"), signing individually, with full power of substitution, as the undersigned's true and lawful attorneys-in-fact and agents to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC, in the undersigned's capacity as officer, director or beneficial owner of more than 10% of a registered class of securities of the Company of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form ID or Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

*[Remainder of page intentionally left blank]*

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N WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of September, 2023.

/s/ Mohan Bala

Mohan Bala

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