

**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): **June 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 11, 2021, Mersana Therapeutics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on four proposals as follows: (i) to elect Willard Dere, M.D., and Martin Huber, M.D., each as a Class I member of the board of directors to serve until the Company’s 2024 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier death, resignation or removal (“Proposal 1”); (ii) to ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021 (“Proposal 2”); (iii) to approve, on an advisory basis, the compensation of the Company’s named executive officers (“Proposal 3”); and (iv) to approve, on an advisory basis, the holding of an annual say-on-pay vote on executive compensation (“Proposal 4”).

The Company’s stockholders approved Proposal 1. The votes cast at the Annual Meeting were as follows:

Nominee	Votes For	Withheld	Broker Non-Votes
Willard Dere, M.D.	47,965,088	11,208,450	3,408,118
Martin Huber, M.D.	48,339,079	10,834,459	3,408,118

The Company’s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

Votes For	Votes Against	Abstain
62,433,551	141,363	6,742

The Company’s stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows:

Votes For	Votes Against	Abstain
56,298,403	2,858,423	16,712

The Company’s stockholders approved Proposal 4. The votes cast at the Annual Meeting were as follows:

1 Year	2 Years	3 Years	Abstain
58,987,861	756	172,533	12,388

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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: June 17, 2021
