SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Hack Andrew A. F.<br>(Last) (First) (Middle)<br>C/O BAIN CAPITAL LIFE SCIENCES INVESTORS<br>200 CLARENDON STREET<br>(Street)<br>BOSTON MA 02116<br>(City) (State) (Zip) | Mersana Therapeutics, Inc. [ MRSN ]<br>3. Date of Earliest Transaction (Month/Day/Year)<br>05/31/2022<br>4. If Amendment, Date of Original Filed (Month/Day/Year) | X Director<br>10% Owner<br>Officer (give title below)<br>Other (specify below)<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/31/2022 | | P | | 80,759 | A | $3.2786(3) | 8,648,913 | I | See footnotes(1)(2) |
| Common Stock | 06/02/2022 | | P | | 14,760 | A | $3.1966(4) | 8,663,673 | I | See footnotes(1)(2) |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Represents shares of common stock held directly by Bain Capital Life Sciences Fund II, L.P. ("BCLS II"), BCIP Life Sciences Associates, LP ("BCIPLS") and BCLS II Investco, LP ("BCLS II Investco" and, together with BCLS II and BCIPLS, the "Bain Capital Life Sciences Entities").

2. Bain Capital Life Sciences Investors, LLC ("BCLSI") (i) is the ultimate general partner of each of BCLS II and BCLS II Investco and (ii) governs the investment strategy and decision-making process with respect to investments held by BCIPLS. Dr. Hack is a Managing Director of BCLSI. As a result, Dr. Hack may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Life Sciences Entities. Dr. Hack disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $3.215 to $3.300, inclusive. The reporting person undertakes to provide to Mersana Therapeutics, Inc., any security holder of Mersana Therapeutics, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.

4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $3.175 to $3.200, inclusive.

**Remarks:**

/s/ Andrew Hack — 06/02/2022

** 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 4 (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.**