

**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): **April 9, 2018**

MERSANA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-38129

(Commission File Number)

04-3562403

(IRS Employer
Identification No.)

**840 Memorial Drive
Cambridge, MA 02139**

Cambridge, MA
(Address of principal executive offices)

02139

(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))

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 x

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. x

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 9, 2018, each of Elaine V. Jones and Sara Nayeem notified Mersana Therapeutics, Inc. (the "Company") that she will not seek reelection as a director of the Company upon expiration of her current term at the Company's 2018 annual meeting of stockholders (the "Annual Meeting"). Drs. Jones and Nayeem each stated that her decision to not seek reelection did not result from any disagreement with the Company.

Item 8.01 Other Events.

Annual Meeting and Record Date Set

The Board of Directors of the Company has approved June 27, 2018 as the date for the Annual Meeting. The Board of Directors also approved the record date for stockholders entitled to notice of and to vote at the Annual Meeting, which is fixed as the close of business on April 30, 2018. Because the Company did not hold an annual meeting of stockholders in 2017, in accordance with Rule 14a-8(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company has set a deadline for the receipt of any stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act ("Rule 14a-8") for inclusion in the Company's proxy materials relating to the Annual Meeting. In order for a proposal under Rule 14a-8 to be timely, it must be received by the Company's Secretary at the principal executive offices of the Company by April 16, 2018, which the Company has determined to be a reasonable time before the Company's proxy statement is due to be printed and sent. Such proposals must also comply with the Company's Amended and

Restated Bylaws (the “Bylaws”) and the rules of the Securities and Exchange Commission regarding the inclusion of stockholder proposals in proxy materials, and any such proposal may be omitted if not in compliance with applicable requirements.

The address of the Company’s principal executive offices is 840 Memorial Drive, Cambridge, Massachusetts 02139.

Stockholders wishing to nominate a director or propose matters to be considered at the Annual Meeting in the manner contemplated by the Bylaws must submit timely notice thereof to the Company in order for such matters to be considered at the Annual Meeting. Because the Company did not hold an annual meeting of stockholders in 2017, in accordance with Section 1.2(c) of the Bylaws, to be timely, such notice must be received by the Secretary by April 20, 2018. Such proposals must also comply with all other requirements set forth in the Bylaws and other applicable laws.

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/ Anna Protopapas

Anna Protopapas

President and Chief Executive Officer

Date: April 10, 2018