
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

MERSANA THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

59045L106

(CUSIP Number)

12/20/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 59045L106

Names of Reporting Persons

1

Nextech Crossover I GP S.a. r.l.

Check the appropriate box if a member of a Group (see instructions)

2

- (a)
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

LUXEMBOURG

	Sole Voting Power
5	12,067,246.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	12,067,246.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	12,067,246.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	10.4 %
12	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13G

CUSIP No. 59045L106

1	Names of Reporting Persons
	Nextech Crossover I SCSp
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	LUXEMBOURG
	Sole Voting Power
5	12,067,246.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	12,067,246.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	12,067,246.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11 Percent of class represented by amount in row (9)
10.4 %
Type of Reporting Person (See Instructions)
12 PN

SCHEDULE 13G

CUSIP No. 59045L106

Names of Reporting Persons

1 Ian Charoub
Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 SWEDEN

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power

12,067,246.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

12,067,246.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 12,067,246.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

10.4 %

Type of Reporting Person (See Instructions)

11 IN

SCHEDULE 13G

CUSIP No. 59045L106

Names of Reporting Persons

1 Costas Constantinides

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only
Citizenship or Place of Organization

4
CYPRUS

Sole Voting Power

5

0.00

Number of
Shares

Shared Voting Power

6

Beneficially
Owned by

12,067,246.00

Each

Sole Dispositive Power

7

Reporting
Person

0.00

With:

Shared Dispositive

8

Power

12,067,246.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9
12,067,246.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11
10.4 %

Type of Reporting Person (See Instructions)

12
IN

SCHEDULE 13G

CUSIP No. 59045L106

Names of Reporting Persons

1
Rocco Sgobbo

Check the appropriate box if a member of a Group (see instructions)

2
 (a)

(b)

3 Sec Use Only
Citizenship or Place of Organization

4
SWITZERLAND

Sole Voting Power

5

Number of
Shares

12,067,246.00

Beneficially
Owned by

Shared Voting Power

6

Each

0.00

Reporting
Person

Sole Dispositive Power

7

With:

12,067,246.00

8 Shared Dispositive
Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

12,067,246.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

10.4 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

MERSANA THERAPEUTICS, INC.

Address of issuer's principal executive offices:

(b)

840 Memorial Drive, Cambridge, MA, 02139.

Item 2.

Name of person filing:

(a)

The names of the persons filing this report (collectively, the 'Reporting Persons') are: Nextech Crossover I SCSp ('Nextech Crossover LP') Nextech Crossover I GP S.a r.l. ('Nextech Crossover GP') Ian Charoub ('Charoub') Costas Constantinides ('Constantinides') Rocco Sgobbo ('Sgobbo') The Reporting Persons expressly disclaim status as a 'group' for purposes of this Schedule 13G.

Address or principal business office or, if none, residence:

(b)

8 rue Lou Hemmer L-1748 Luxembourg-Findel Grand-Duche de Luxembourg

Citizenship:

(c)

Nextech Crossover LP Luxembourg Nextech Crossover GP Luxembourg Charoub Sweden Constantinides Cyprus Sgobbo Switzerland

Title of class of securities:

(d)

Common Stock, \$0.0001 par value per share

CUSIP No.:

(e)

59045L106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Row 9 of each Reporting Person's cover page to this Schedule 13G sets forth the aggregate number of shares of Common Stock beneficially owned by such Reporting Person and is incorporated by reference. Nextech Crossover LP directly holds 12,067,246 shares of Common Stock. Nextech Crossover GP serves as the sole general partner of Nextech Crossover LP and Charoub, Constantinides and Sgobbo are members of the board of managers of Nextech Crossover GP. Each of Nextech Crossover GP, Charoub, Constantinides and Sgobbo possesses power to direct the voting and disposition of the securities held by Samsara LP.

Percent of class:

- (b) Row 11 of each Reporting Person's cover page to this Schedule 13G sets forth the percentages of the shares of Common Stock beneficially owned by such Reporting Person and is incorporated by reference. The percentage set forth in each row 11 is based upon 115,649,928 shares of Common Stock outstanding as of December 20, 2024, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission (the 'SEC') on December 19, 2024. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Row 5 of each Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to vote or to direct the vote of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(ii) Shared power to vote or to direct the vote:

Row 6 of each Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to vote or to direct the vote of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(iii) Sole power to dispose or to direct the disposition of:

Row 7 of each Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to dispose or to direct the disposition of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of:

Row 8 of each Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to dispose or to direct the disposition of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Nextech Crossover I GP S.a. r.l.

Signature: /s/ Ian Charoub

Name/Title: By Ian Charoub, Manager

Date: 12/26/2024

Signature: /s/ Costas Constantinides

Name/Title: By Costas Constantinides, Manager

Date: 12/26/2024

Nextech Crossover I SCSp

Signature: /s/ Ian Charoub

Name/Title: By Nextech Crossover I GP S.a r.l., its General Partner, By Ian Charoub, Manager

Date: 12/26/2024

Signature: /s/ Costas Constantinides

Name/Title: By Nextech Crossover I GP S.a r.l., its General Partner, By Costas Constantinides, Manager

Date: 12/26/2024

Ian Charoub

Signature: /s/ Ian Charoub

Name/Title: Ian Charoub

Date: 12/26/2024

Costas Constantinides

Signature: /s/ Costas Constantinides

Name/Title: Costas Constantinides

Date: 12/26/2024

Rocco Sgobbo

Signature: /s/ Rocco Sgobbo

Name/Title: Rocco Sgobbo

Date: 12/26/2024

Exhibit Information

Exhibit 99.1 Joint Filing Agreement

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Mersana Therapeutics, Inc. is filed on behalf of each of us.

Dated: December 26, 2024

Nextech Crossover I SCSp

By: Nextech Crossover I GP S.à r.l.
its General Partner

By: /s/ Ian Charoub
Name: Ian Charoub
Title: Manager

By: /s/ Costas Constantinides
Name: Costas Constantinides
Title: Manager

Nextech Crossover I GP S.à r.l.

By: /s/ Ian Charoub
Name: Ian Charoub
Title: Manager

By: /s/ Costas Constantinides
Name: Costas Constantinides
Title: Manager

/s/ Ian Charoub
Ian Charoub

/s/ Costas Constantinides
Costas Constantinides

/s/ Rocco Sgobbo
Rocco Sgobbo