Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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* MOTT DAVID M					2. Issuer Name and Ticker or Trading Symbol Mersana Therapeutics, Inc. [MRSN]										k all app	licable)	ng Pe	rson(s) to Is			
(Last)	`	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 10/02/2023									Office belov	er (give title v)		Other (below)	specify		
	RSANA T MORIAL I	HERAPEUTICS DRIVE	, INC.		4. If A	Amend	ment,	Date o	of Origina	al File	d (Month/Da	y/Year)	6. Indi Line)	Form filed by One Reporting Person						
(Street)	Street) CAMBRIDGE MA 02139															Form filed by More than One Reporting Person					
(City)	(S	tate) (2	Zip)		$ _{\Box}$	Check t	his box	to indic	cate that	a trans	saction Indi	ade pu	rsuant to	a contr structio	contract, instruction or written plan that is intended to uction 10.						
		Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3enef	icially	y Own	ed					
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)			Execution [Date,	3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			, 4 and Secu Bene Owne		cially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) (D)	or P	rice	Transa	eported (Instr. 4) 'ansaction(s) nstr. 3 and 4)					
Common	Stock			10/02/	2023				A		15,873 ⁽¹)	A	\$ <mark>0</mark>	57	9,884 D					
Common	Stock														9	9,595 I See Note 2 ⁽²⁾					
		Ta									osed of, convertib				Owne	d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		if any	emed ion Date, /Day/Year)	4. Transaction Code (Instr. 8)		of		6. Date Exerci Expiration Da (Month/Day/Yo		ite	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		De Se (In	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v			Date Exercis	able	Expiration ble Date		or Numb of Share	er							

Explanation of Responses:

- 1. These shares were granted in connection with the Reporting Person's election to receive the Reporting Person's quarterly retainer for director services in the form of fully vested shares of stock rather than cash. The shares were granted to the Reporting Person pursuant to the Issuer's Amended & Restated Non-Employee Director Compensation Policy in lieu of retainer fees of \$20,000 for the quarter ended September 30, 2023. The number of shares issued was based on the closing price per share of the Issuer's common stock on October 2, 2023, which was \$1.26.
- 2. The securities are held directly by the Dave Mott Declaration of Trust dated May 31, 2001, as amended (the "Mott Trust"). The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by the Mott Trust in which the Reporting Person has no pecuniary interest.

/s/ Alejandra Carvajal,

Attorney-in-Fact

10/04/2023

** 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 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.