
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Mersana Therapeutics, Inc.

(Name of Issuer)

Common stock, \$0.0001 par value per share
(Title of Class of Securities)

59045L106

(CUSIP Number)

September 30, 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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons Nextech Crossover I SCSp	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Luxembourg	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 12,067,246 shares
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 12,067,246 shares
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 12,067,246 shares	
10.	Check 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) 9.8% (2)	
12.	Type of Reporting Person (See Instructions) PN	

(1) This Schedule 13G is filed by Nextech Crossover I SCSP (“Nextech Crossover LP”), Nextech Crossover I GP S.à r.l. (“Nextech Crossover GP”), Ian Charoub, (“Charoub”), Costas Constantinides (“Constantinides”) and Rocco Sgobbo (“Sgobbo” and, with Nextech Crossover LP, Nextech Crossover GP, Charoub and Constantinides, collectively, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

(2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) on August 13, 2024.

1.	Names of Reporting Persons Nextech Crossover I GP S.à r.l.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Luxembourg	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 12,067,246 shares
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 12,067,246 shares
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 12,067,246 shares	
10.	Check 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) 9.8% (2)	
12.	Type of Reporting Person (See Instructions) OO	

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- (2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on August 13, 2024.

1.	Names of Reporting Persons Ian Charoub		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization Sweden		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	0
	6.	Shared Voting Power	12,067,246 shares
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	12,067,246 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 12,067,246 shares		
10.	Check 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) 9.8% (2)		
12.	Type of Reporting Person (See Instructions) IN		

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- (2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on August 13, 2024.

1.	Names of Reporting Persons Costas Constantinides		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization Cyprus		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	0
	6.	Shared Voting Power	12,067,246 shares
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	12,067,246 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 12,067,246 shares		
10.	Check 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) 9.8% (2)		
12.	Type of Reporting Person (See Instructions) IN		

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- (2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on August 13, 2024.

1.	Names of Reporting Persons Rocco Sgobbo	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Switzerland	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 12,067,246 shares
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 12,067,246 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 12,067,246 shares	
10.	Check 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) 9.8% (2)	
12.	Type of Reporting Person (See Instructions) IN	

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- (2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on August 13, 2024.

Item 1.

(a) Name of Issuer

Mersana Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

840 Memorial Drive
Cambridge, MA 02139

Item 2.

(a) Name of Person Filing

Nextech Crossover I SCSp ("Nextech Crossover LP")
Nextech Crossover I GP S.à r.l. ("Nextech Crossover GP")
Ian Charoub ("Charoub")
Costas Constantinides ("Constantinides")
Rocco Sgobbo ("Sgobbo")

(b) Address of Principal Business Office or, if none, Residence

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

(c) Citizenship

<u>Name</u>	<u>Citizenship or Place of Organization</u>
Nextech Crossover LP	Luxembourg
Nextech Crossover GP	Luxembourg
Charoub	Sweden
Constantinides	Cyprus
Sgobbo	Switzerland

(d) Title of Class of Securities

Common Stock, \$0.0001 par value ("Common Stock")

(e) CUSIP Number

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:

Not applicable

Item 4. Ownership

The following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 is provided as of November 14, 2024:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (2)
Nextech Crossover LP (1)	12,067,246	12,067,246		12,067,246		12,067,246	9.8%
Nextech Crossover GP (1)		12,067,246		12,067,246		12,067,246	9.8%
Charoub (1)			12,067,246		12,067,246	12,067,246	9.8%
Constantinides (1)			12,067,246		12,067,246	12,067,246	9.8%
Sgobbo (1)			12,067,246		12,067,246	12,067,246	9.8%

- (1) The shares are held by Nextech Crossover LP. Nextech Crossover GP serves as the sole general partner of Nextech Crossover LP and has sole voting and investment control over the shares owned by Nextech Crossover LP and may be deemed to own beneficially the shares held by Nextech Crossover LP. Nextech Crossover GP owns no securities of the Issuer directly. Charoub, Constantinides and Sgobbo are members of the board of managers of Nextech Crossover GP and share voting and dispositive power over the shares held by Nextech Crossover LP, and may be deemed to own beneficially the shares held by Nextech Crossover LP. Charoub, Constantinides and Sgobbo own no securities of the Issuer directly.
- (2) The percent of class was calculated based on 122,675,051 shares of Common Stock outstanding as of August 9, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 13, 2024.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five 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. Certification

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 such purpose or effect.

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.

Dated: November 14, 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

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

Exhibit(s):

[A Joint Filing Agreement](#)

EXHIBIT A

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: November 14, 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
