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 13, 2020**

MERSANA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-38129**	**04-3562403**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

840 Memorial Drive Cambridge, MA 02139	
Cambridge, MA	**02139**
(Address of principal executive offices)	(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	MRSN	The Nasdaq Global Select Market

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 ☒

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. ☒

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

On April 13, 2020, the Board of Directors (the "Board") of Mersana Therapeutics, Inc. (the "Company") increased the size of the Board from six to seven directors and appointed Martin Huber, M.D., to serve as a Class I director for a term expiring at the Company's 2021 annual meeting of stockholders or upon his earlier death, resignation or removal. The Board also appointed Dr. Huber to serve as a member of the Board's Nominating and Corporate Governance Committee.

Dr. Huber will be compensated for his service as a director in accordance with the Company's current non-employee director compensation policy. The Board has affirmatively determined that Dr. Huber is independent in accordance with applicable NASDAQ listing rules and has no material direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Dr. Huber and the Company have entered into an indemnification agreement (the "Indemnification Agreement"), which will provide indemnification protection for Dr. Huber in connection with his service as a member of the Board. The Indemnification Agreement is substantially similar to the form filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on June 16, 2017, and is incorporated herein by reference.

On April 15, 2020, the Company issued a press release announcing Dr. Huber's appointment to the Board. The Company's press release is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release by Mersana Therapeutics, Inc., on April 15, 2020

EXHIBIT INDEX

No.	Description
99.1	Press Release by Mersana Therapeutics, Inc., on April 15, 2020

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/ Brian DeSchuytner
Brian DeSchuytner
Senior Vice President, Finance & Product Strategy

Date: April 15, 2020

Exhibit 99.1

Mersana Therapeutics Announces Appointment of Martin H. Huber, M.D., to Board of Directors

CAMBRIDGE, Mass., April 15, 2020 -- Mersana Therapeutics, Inc. (Nasdaq: MRSN), a clinical-stage biopharmaceutical company focused on discovering and developing a pipeline of antibody-drug conjugates (ADCs) targeting cancers in areas of high unmet medical need, today announced the appointment of Martin H. Huber, M.D., to its Board of Directors, effective immediately.

“We are extremely excited to bring in a new board member with such deep experience in oncology drug development. Marty’s track record in developing transforming medicines for both ovarian and lung cancer patients is unparalleled,” said Anna Protopapas, President and Chief Executive Officer of Mersana Therapeutics. “We will greatly benefit from his expertise as we progress XMT-1536 through proof of concept and into registration-enabling studies.”

Dr. Huber most recently served as Senior Vice President and Chief Medical Officer at TESARO, Inc. before its acquisition by GSK. While at TESARO, he drove the expansion of the niraparib program and advanced the company’s immuno-oncology agents into the clinic. Prior to that, he was Vice President, Oncology Clinical Research at Merck Research Laboratories where he was the program lead for pembrolizumab in non-small cell lung cancer. Prior to Merck he served in roles of increasing responsibility at Schering-Plough, Hoffmann-La Roche and Rhone-Poulenc Rorer, where he led teams in the areas of oncology clinical development, drug safety and pharmacovigilance. He previously served as an Assistant Professor of Oncology at the University of Texas MD Anderson Cancer Center. Dr. Huber holds an M.D. from the Baylor College of Medicine.

“The Phase 1 data for XMT-1536, Mersana’s first-in-class Dolaflexin ADC targeting NaPi2b, are very promising, showing confirmed responses and prolonged stable disease in a heavily-pretreated population, a strong biomarker-response relationship, and a tolerability profile distinct from other ADC platforms,” said Dr. Huber. “Moreover, Mersana’s Dolasynthen and Immunosynthen platforms have the potential to further advance the science of ADCs. I look forward to helping advance Mersana’s commitment to develop innovative oncology ADC therapeutics for people living with cancer.”

About Mersana Therapeutics

Mersana Therapeutics is a clinical-stage biopharmaceutical company using its differentiated and proprietary ADC platforms to rapidly develop novel ADCs with optimal efficacy, safety and tolerability to meaningfully improve the lives of people fighting cancer. Mersana’s lead product candidate, XMT-1536, is in a Phase 1 proof-of-concept clinical trial in patients with tumors likely to express NaPi2b, including ovarian cancer and NSCLC adenocarcinoma. Mersana’s second product candidate targeting NaPi2b-expressing tumors, XMT-1592, is an ADC created using Mersana’s customizable and homogenous Dolasynthen platform. The Company’s early stage programs include a B7-H4 targeting ADC, as well as a STING agonist ADC developed using the Company’s Immunosynthen platform. In addition, multiple partners are using Mersana’s Dolaflexin platform to advance their ADC pipelines.

Forward-Looking Statements

This press release contains “forward-looking” statements within the meaning of federal securities laws. These forward-looking statements are not statements of historical facts and are based on management’s beliefs and assumptions and on information currently available to management. Forward-looking statements include information concerning the Company’s business strategy and the design, progression and timing of its clinical trials. Forward-looking statements generally can be identified by terms such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. Forward-looking statements represent management’s beliefs and assumptions only as of the date of this press release. The Company’s operations involve risks and uncertainties, many of which are outside its control, and any one of which, or combination of which, could materially affect its results of operations and whether the forward-looking statements ultimately prove to be correct. Factors that may materially affect the Company’s results of operations and whether these forward-looking statements prove to be correct include, among other things, that preclinical testing may not be predictive of the results or success of ongoing or later preclinical or clinical trials, that the development and testing of the Company’s product candidates and new platforms will take longer and/or cost more than planned, including as a result of any impact of the current pandemic, and that the identification of new product candidates will take longer than planned, as well as those listed in the Company’s Annual Report on Form 10-K filed on February 28, 2020, with the Securities and Exchange Commission (“SEC”) and subsequent SEC filings. Except as required by law, the Company assumes no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

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