

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Foster Wayne</u>  (Last) (First) (Middle) <u>C/O MERSANA THERAPEUTICS, INC.</u> <u>840 MEMORIAL DRIVE</u>  (Street) <u>CAMBRIDGE MA 02139</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mersana Therapeutics, Inc. [ MRSN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President of Finance</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2018		M		889	A	\$1.62	57,267	D	
Common Stock	01/30/2018		M		8,055	A	\$1.53	65,322	D	
Common Stock	01/30/2018		M		3,262	A	\$4.1	68,584	D	
Common Stock	01/30/2018		M		2,499	A	\$6.98	71,083	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$1.62	01/30/2018		M			889	(1)	12/15/2024	Common Stock	889	\$0	889	D	
Option to Purchase Common Stock	\$1.53	01/30/2018		M			8,055	(2)	06/11/2025	Common Stock	8,055	\$0	12,084	D	
Option to Purchase Common Stock	\$4.1	01/30/2018		M			3,262	(3)	08/29/2026	Common Stock	3,262	\$0	8,155	D	
Option to Purchase Common Stock	\$6.98	01/30/2018		M			2,499	(4)	03/13/2027	Common Stock	2,499	\$0	10,834	D	

**Explanation of Responses:**

- The original option grant for 3,555 option shares vests in equal quarterly installments over the first four years after the vesting commencement date, January 2, 2015.
- The original option grant for 32,222 option shares vests in equal quarterly installments over the first four years after the vesting commencement date, June 12, 2015.
- The original option grant for 13,047 option shares vests in equal quarterly installments over the first four years after the vesting commencement date, July 1, 2016.
- The original option grant for 13,333 option shares vests in equal quarterly installments over the first four years after the vesting commencement date, March 14, 2017.

/s/ Eva M. Jack, as Attorney-in-Fact 02/01/2018

\*\* 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.

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