The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL OMB 3235-Number: 0076 Estimated average burden hours per 4.00 response:

1. Issuer's Identity

Clk (Frier ID Number)NamesX NoneCorporation0001213214CorporationLimited PartnershipMereo Biopharma Group plcLimited I ability CompanyJurisdiction ofGeneral PartnershipIncorporation/OrganizationBusiness TrustUNITED KINGDOMX Other (Specify)Year of Incorporation/OrganizationY Other (Specify)Year of Ducorporation/OrganizationX Other (Specify)Year of Business and Contact InformationY Other Specify Year)Yet to Be FormedStreet Address 12. Principal Place of Business and Contact InformationStreet Address 21 CAVENDISH PLACEStreet Address 1CityState/Province/CountryZIP/PostalCodePhone Number of IssuerDi: DeniseStreet Address 1Street Address 21 Cavendish PlaceDi: DeniseStreet Address 1Street Address 21 Cavendish PlaceStreet Address 2CityState/Province/CountryZIP/PostalCodeStreet Address 1Street Address 21 Cavendish PlaceStreet Address 2CityState/Province/CountryZIP/PostalCodeChief Executive Officer X DirectorPromoterClarification of Response (if Necessary):Street Address 2Chief Executive Officer and Co-FounderStreet Address 21 Cavendish PlaceStreet Address 2CityState/Province/CountryZIP/PostalCodeFellerD: PetreStreet Address 21 Cavendish PlaceStreet Address 2Cicardif	, , , , , , , , , , , , , , , , , , ,	Previous			
Name of IssuerLimited Partnership Limited Liability Company General Partnership Business TrustIncorporation/OrganizationGeneral Partnership Business TrustUNITED KINGDOMXOther (Specify)Year of Incorporation/OrganizationNober (Specify)2. Principal Place of Business and Contact InformationStreet Address 1Street of IssuerState/Province/CountryZIP/PostalCodeONDONUNITED KINGDOMW10 0QFYear of Street Address 1Street Address 2I Cavendish PlaceDr. DeniseStreet Address 1Dr. DeniseStreet Address 1Street Address 2I Cavendish PlaceDr. DeniseStreet Address 2Street Address 2I Cavendish PlaceDr. DeniseStreet Address 1Street Address 2I Cavendish PlaceDr. DeniseCitiState/Province/CountryZIP/PostalCodeCitief Executive Officer XD incetorPromoterCitief Executive Officer AD incetorPromoterCitief Executive Officer AD incetorPromoterCitief Executive Officer AD incetorStreet Address 2I Carendish PlaceIncetore AD incetorCitief Executive Off	CIK (Filer ID Nur	nher) X	None	Entity Type	
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LondonUNITED KINGDOMW1G 0QFRelationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary):	1 Cavendish Place				
Relationship: X Executive Officer X Director Promoter Clarification of Response (if Necessary):	City	State/Provin	ce/Country	ZIP/PostalCode	
Clarification of Response (if Necessary): Chief Executive Officer and Co-Fourter Last Name First Name Middle Name Fellner Dr. Peter Dr. Peter Street Address 1 Street Address 2 1 Cavendish Place I Cavendish Place London UNITED KINGDOM W1G 0QF	London	UNITED KINGDO	M W1G	0QF	
Chief Executive Officer and Co-Fourder Last Name First Name Middle Name Fellner Dr. Peter Middle Name Street Address 1 Street Address 2 Street Address 2 1 Cavendish Place Turited Kingdom ZIP/PostalCode London UNITED KINGDOM W1G 0QF	Relationship: X Executive	Officer X Director Promoter			
Last NameFirst NameMiddle NameFellnerDr. PeterStreet Address 1Street Address 21 Cavendish Place	Clarification of Response (if	Necessary):			
FellnerDr. PeterStreet Address 1Street Address 21 Cavendish Place	Chief Executive Officer and	Co-Founder			
FellnerDr. PeterStreet Address 1Street Address 21 Cavendish Place	Last Name	First N	ame	Middle Name	
1 Cavendish PlaceState/Province/CountryZIP/PostalCodeCityUNITED KINGDOMW1G 0QF					
1 Cavendish PlaceState/Province/CountryZIP/PostalCodeCityUNITED KINGDOMW1G 0QF	Street Address 1	Street Ad	dress 2		
London UNITED KINGDOM W1G 0QF					
London UNITED KINGDOM W1G 0QF		State/Provin	ce/Country	ZIP/PostalCode	
	5		-		
	Relationship: Executive (-	

Clarification of Response (if Necessary):

Chairman

Last Name	First Name	Middle Name
Ekblom Street Address 1	Dr. Anders Street Address 2	
1 Cavendish Place	Suter Aduless 2	
City	State/Province/Country UNITED KINGDOM	ZIP/PostalCode
Relationship: Executive Office		W1G 0QF
Kelauonsinp. Executive Office	A Director Promoter	
Clarification of Response (if Nece	essary):	
Non-Executive Director		
Last Name	First Name	Middle Name
Bains	Peter	
Street Address 1	Street Address 2	
1 Cavendish Place City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Office		
Clarification of Response (if Nece		
	55dly).	
Non-Executive Director		
Last Name	First Name	Middle Name
Kashyap	Kunal	
Street Address 1 1 Cavendish Place	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Office		
Clarification of Response (if Nece	essary):	
Non-Executive Director		
Last Name	First Name	Middle Name
Blackburn	Paul	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Office	er X Director Promoter	
Clarification of Response (if Nece	essary):	
Non-Executive Director		
Last Name	First Name	Middle Name
Wyzga	Michael	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Office	er X Director Promoter	

Clarification of Response (if Necessary):

Non-Executive Director

ŷ		
Last Name	First Name	Middle Name
Pakianathan	Dr. Deepa	
Street Address 1 1 Cavendish Place	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer 2	X Director Promoter	
Clarification of Response (if Necess	ary):	
Non-Executive Director		
Last Name	First Name	Middle Name
Jones	Richard	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer	A DIrector Promoter	
Clarification of Response (if Necess	ary):	
Chief Financial Officer		
Last Name	First Name	Middle Name
Sermon	Charles	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
General Counsel and Co-Founder		
Last Name	First Name	Middle Name
MacKinnon	Dr. Alastair	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Chief Medical Officer and Co-Found	der	
Last Name	First Name	Middle Name
Richard	John	
Street Address 1	Street Address 2	
1 Cavendish Place	State Duration of Comments	710/0
City London	State/Province/Country UNITED KINGDOM	ZIP/PostalCode
		W1G 0QF
Relationship: X Executive Officer	Director Promoter	

Clarification of Response (if Necessary):

Head of Corporate Development and Co-Founder

Last Name	First Name	Middle Name
Henrich	Jill	
Street Address 1	Street Address 2	
1 Cavendish Place		
City London	State/Province/Country UNITED KINGDOM	ZIP/PostalCode W1G 0QF
Relationship: X Executive Officer		WIG OQL
Clarification of Response (if Necessa	rv):	
Senior Vice President	-57-	
4. Industry Group		
Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance		
Investing	Hospitals & Physicians	Computers
Investment Banking	X Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	Other Technology
Is the issuer registered as	Manufacturing	Travel
an investment company under the Investment Company	Real Estate	Airlines & Airports
Act of 1940?	Commercial	Lodging & Conventions
Yes No	Construction	Tourism & Travel Services
Other Banking & Financial Serv	rices REITS & Finance	Other Travel
Business Services	Residential	
Energy	Other Real Estate	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		
5. Issuer Size		
Revenue Range O	R Ag	gregate Net Asset Value Range
No Revenues	No Aggregate Net Asse	
\$1 - \$1,000,000	\$1 - \$5,000,000	
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,00	00
\$5,000,001 -	\$25,000,001 - \$50,000,0	000
\$25,000,000 \$25,000,001		
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000	,000
Over \$100,000,000	Over \$100,000,000	
X Decline to Disclose	Decline to Disclose	
Not Applicable	Not Applicable	

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)	Investment Compa	ment Company Act Section 3(c)		
Rule 504 (b)(1)(ii)	Section 3(c)(1)	Section 3(c)(9)		
Rule 504 (b)(1)(iii)	Section 3(c)(2)	Section 3(c)(10)		
X Rule 506(b) Rule 506(c)	Section 3(c)(3)	Section 3(c)(11)		
Securities Act Section 4(a)(5)	Section 3(c)(4)	Section 3(c)(12)		
	Section 3(c)(5)	Section 3(c)(13)		
	Section 3(c)(6)	Section 3(c)(14)		
	Section 3(c)(7)			
7. Type of Filing				
X New Notice Date of First Sale 2020-06-03 First Amendment	rst Sale Yet to Occur			
8. Duration of Offering				
Does the Issuer intend this offering to last more than	n one year? Yes X	No		
9. Type(s) of Securities Offered (select all that apply	r)			
X Equity	Poole	ed Investment Fund Interest	S	
Debt		nt-in-Common Securities		
X Option, Warrant or Other Right to Acquire Anoth Security to be Acquired Upon Exercise of Option	Warrant or	ral Property Securities		
^X Other Right to Acquire Security	Other	(describe)		
10. Business Combination Transaction				
Is this offering being made in connection with a bus as a merger, acquisition or exchange offer?	iness combination tr	ansaction, such Yes X	No	
as a merger, acquisition of exchange offer.				
Clarification of Response (if Necessary):				
Clarification of Response (if Necessary):	vestor \$1 USD			
Clarification of Response (if Necessary): 11. Minimum Investment	vestor \$1 USD			
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv		.D Number None		
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation		D Number None		
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient	Recipient CF 39011	D Number None Broker or Dealer CRD	X None	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None	Recipient CF 39011 (Associated)	Broker or Dealer CRD	X None	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1	Recipient CF 39011 (Associated) Number None		X None	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street	Recipient CF 39011 (Associated) Number None 37th Floor	Broker or Dealer CRD Street Address 2	X None ZIP/Postal	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street City	Recipient CF 39011 (Associated) Number None 37th Floor State/Provinc	Broker or Dealer CRD Street Address 2 e/Country	ZIP/Postal Code	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation 12. Sales Compensation Kecipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street City Boston	Recipient CF 39011 (Associated) Number None 37th Floor	Broker or Dealer CRD Street Address 2 e/Country	ZIP/Postal	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street City	Recipient CF 39011 (Associated) Number None 37th Floor State/Provinc MASSACHU	Broker or Dealer CRD Street Address 2 e/Country SETTS	ZIP/Postal Code	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street City Boston State(s) of Solicitation (select all that apply) Check "All States" or check individual All	Recipient CF 39011 (Associated) Number None 37th Floor State/Provinc MASSACHU	Broker or Dealer CRD Street Address 2 e/Country SETTS	ZIP/Postal Code	
Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside inv 12. Sales Compensation Recipient SVB Leerink LLC (Associated) Broker or Dealer X None None Street Address 1 1 Federal Street City Boston State(s) of Solicitation (select all that apply) Check "All States" or check individual States All ALABAMA ALASKA	Recipient CF 39011 (Associated) Number None 37th Floor State/Provinc MASSACHU	Broker or Dealer CRD Street Address 2 e/Country SETTS	ZIP/Postal Code	
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CALIFORNIA

COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
L
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

13. Offering and Sales Amounts

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

25

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$4,200,000 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Mereo Biopharma Group plc	/s/ Richard Jones	Richard Jones	Chief Financial Officer	2020-06-10

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.