# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| $\mathbf{C}$ |       |   | TT     | <b>13G</b> |
|--------------|-------|---|--------|------------|
| <b>7</b> (.) | H P.I |   | I . F. | 1.31 T     |
| -            |       | - |        |            |

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

# Mereo BioPharma Group plc

(Name of Issuer)

Ordinary share, nominal value £0.003 (Title of Class of Securities)

589492107 (CUSIP Number)

June 30, 2020 (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 disclosures provided in a prior cover page.

The information required on 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).

|     |  |      |  | O | U |  |  |  |
|-----|--|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|     | Aspire Capital Fund, LLC 27-1406279  |      |  |   |   |  |  |  |
| 2.  |  |      | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                  |   |   |  |  |  |
|     | (a) (b)  | ) 🗆  |  |   |   |  |  |  |
| 3.  | SEC USE ON   | LY   |  |   |   |  |  |  |
| 4.  | CITIZENSHI   | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | Illinois   |      |  |   |   |  |  |  |
|     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|     | III ADED OF  |      | 0  |   |   |  |  |  |
| IN  | UMBER OF<br>SHARES   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | NEFICIALLY   |      | 20 690 992 (1)   |   |   |  |  |  |
|     | OWNED BY<br>EACH   | 7.   | 20,680,882 (1) SOLE DISPOSITIVE POWER                                    |   |   |  |  |  |
| R   | REPORTING  | , .  |  |   |   |  |  |  |
|     | PERSON<br>WITH   |      | 0  |   |   |  |  |  |
|     | WIIH   | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |   |   |  |  |  |
|     | 20,680,882   | (1)  |  |   |   |  |  |  |
| 10. |  |      | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) □ |   |   |  |  |  |
|     |  |      |  |   |   |  |  |  |
| 11. | PERCENT O  | F CL | LASS REPRESENTED BY AMOUNT IN ROW (9)                                    |   |   |  |  |  |
|     | 6.11% (1)(2  | 2)   |  |   |   |  |  |  |
| 12. | TYPE OF RE   | POR  | TTING PERSON (see instructions)  |   |   |  |  |  |
|     | CO   |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary shares, nominal value £0.003 per share (the "**Ordinary Shares**") of Mereo BioPharma Group plc (the "**Issuer**") represented by 2,289,614 American Depositary Shares ("**ADSs**") and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
- (2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

|     |  |      |  | O | U |  |  |  |
|-----|--|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|     | Aspire Capital Partners, LLC 27-1406238  |      |  |   |   |  |  |  |
| 2.  |  | API  | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                |   |   |  |  |  |
|     | (a) □ (b)  | , ப  |  |   |   |  |  |  |
| 3.  | SEC USE ON   | LY   |  |   |   |  |  |  |
| 4.  | CITIZENSHI   | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | Illinois   |      |  |   |   |  |  |  |
|     | 111111015  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|     |  |      |  |   |   |  |  |  |
| N   | UMBER OF<br>SHARES   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | NEFICIALLY   |      | 20,680,882 (1)   |   |   |  |  |  |
|     | OWNED BY<br>EACH   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
| R   | REPORTING  |      |  |   |   |  |  |  |
|     | PERSON<br>WITH   |      | 0  |   |   |  |  |  |
|     | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,  | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|     | 20,680,882   | (1)  |  |   |   |  |  |  |
| 10. |  |      | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| 11  | DED CENTE OF   | E CI | ACC DEDDECENTED DV AMOUNT IN DOLL (0)                                  |   |   |  |  |  |
| 11. | PERCENT OF   | r CL | LASS REPRESENTED BY AMOUNT IN ROW (9)                                  |   |   |  |  |  |
|     | 6.11% (1)(2  |      |  |   |   |  |  |  |
| 12. | TYPE OF RE   | POR  | RTING PERSON (see instructions)  |   |   |  |  |  |
|     | CO   |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
- (2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

|     |   |      |  | O | U |  |  |  |
|-----|---|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|     | SGM Holdings Corp. 36-4303462   |      |  |   |   |  |  |  |
| 2.  |   | API  | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                |   |   |  |  |  |
|     | , , , , ,   |      |  |   |   |  |  |  |
| 3.  | SEC USE ON  | ILY  |  |   |   |  |  |  |
| 4.  | CITIZENSHI  | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | Illinois  |      |  |   |   |  |  |  |
|     |   | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
| N   | UMBER OF  |      | 0  |   |   |  |  |  |
|     | SHARES<br>NEFICIALLY  | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | OWNED BY  |      | 20,680,882 (1)   |   |   |  |  |  |
| R   | EACH<br>EPORTING  | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
|     | PERSON<br>WITH  | 0    | 0  |   |   |  |  |  |
|     | ,,,,,,,,,,  | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     | A CODECATE  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI   | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|     | 20,680,882  |      |  |   |   |  |  |  |
| 10. | CHECK IF TI   | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| 11. | PERCENT O   | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |  |
|     | 6.11% (1)(2   |      |  |   |   |  |  |  |
| 12. | TYPE OF RE  | POR  | RTING PERSON (see instructions)  |   |   |  |  |  |
|     | CO  |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
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|     |  |      |  | O | O |  |  |  |
|-----|--|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|     | Red Cedar Capital Corp. 20-1313891   |      |  |   |   |  |  |  |
| 2.  |  | API  | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                |   |   |  |  |  |
|     | (a) 🗆 (b)  | , ⊔  |  |   |   |  |  |  |
| 3.  | SEC USE ON   | LY   |  |   |   |  |  |  |
| 4.  | CITIZENSHI   | P OF | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | Illinois   |      |  |   |   |  |  |  |
|     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|     | III ADED OF  |      | 0  |   |   |  |  |  |
| IN  | UMBER OF<br>SHARES   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | NEFICIALLY<br>OWNED BY   |      | 20,680,882 (1)   |   |   |  |  |  |
|     | EACH   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
| K   | REPORTING<br>PERSON  |      | 0  |   |   |  |  |  |
|     | WITH   | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|     | 20,680,882   | (1)  |  |   |   |  |  |  |
| 10. |  |      | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| 11. | DERCENT OF   | F CI | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |  |
| 11. |  |      | ALOU NEET RESERVED ET THIOUTIT IN NOW (5)                              |   |   |  |  |  |
| 12  | 6.11% (1)(2  |      | RTING PERSON (see instructions)  |   |   |  |  |  |
| 12. | I TPE OF RE  | PUR  | TING PERSON (see instructions)   |   |   |  |  |  |
|     | CO   |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
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|   |     |   |      |  | O | U |  |  |  |
|---|-----|---|------|--|---|---|--|--|--|
|   | 1.  | 1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|   |     | Chrisko Investors, Inc. 27-5414284  |      |  |   |   |  |  |  |
| ľ | 2.  |   |      |  |   |   |  |  |  |
|   |     | (a) 🗆 (b)   | , ⊔  |  |   |   |  |  |  |
| Ī | 3.  | SEC USE ON  | ILY  |  |   |   |  |  |  |
| - | 4.  | CITIZENSHII   | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|   |     | Illinois  |      |  |   |   |  |  |  |
| - |     |   | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|   | N   | UMBER OF  |      | 0  |   |   |  |  |  |
|   |     | SHARES  | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|   |     | NEFICIALLY<br>WNED BY   |      | 20,680,882 (1)   |   |   |  |  |  |
|   |     | EACH<br>EPORTING  | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
|   | K   | PERSON  |      | 0  |   |   |  |  |  |
|   |     | WITH  | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|   |     |   |      | 20,680,882 (1)   |   |   |  |  |  |
| ŀ | 9.  | AGGREGATI   | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |   |   |  |  |  |
|   |     | 20,680,882  | (1)  |  |   |   |  |  |  |
| ŀ | 10. | CHECK IF TH   | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) □ |   |   |  |  |  |
| - | 11. | PERCENT OF  | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                     |   |   |  |  |  |
|   |     | 6 110/ (1\/)  | ))   |  |   |   |  |  |  |
| ŀ | 12. | 6.11% (1)(2<br>TYPE OF RE   |      | TTING PERSON (see instructions)  |   |   |  |  |  |
|   |     | CO  |      |  |   |   |  |  |  |
| п |     |   |      |  |   |   |  |  |  |

(1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.

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|   |     |  |      |  | U | U |  |  |  |
|---|-----|--|------|--|---|---|--|--|--|
|   | 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|   |     | WML Ventures Corp. 82-3709389  |      |  |   |   |  |  |  |
| ľ | 2.  | CHECK THE  | API  | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                |   |   |  |  |  |
|   |     | (a)  (b)  (c)  |      |  |   |   |  |  |  |
|   | 3.  | SEC USE ON   | LY   |  |   |   |  |  |  |
| ľ | 4.  | CITIZENSHI   | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|   |     | Illinois   |      |  |   |   |  |  |  |
| ŀ |     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|   |     |  |      |  |   |   |  |  |  |
|   | N   | UMBER OF   |      |  |   |   |  |  |  |
|   | .,  | SHARES   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|   |     | NEFICIALLY   |      |  |   |   |  |  |  |
|   | C   | OWNED BY   |      | 20,680,882 (1)   |   |   |  |  |  |
|   | n   | EACH   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
|   | K   | EPORTING<br>PERSON   |      |  |   |   |  |  |  |
|   |     | WITH   | 0    | 0 SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|   |     |  | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|   |     |  |      | 20,680,882 (1)   |   |   |  |  |  |
|   | 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|   |     | 20 600 002   | (1)  |  |   |   |  |  |  |
| ļ | 10  | 20,680,882   |      | A CODEC ATTE A MOUNTE IN DOUG (A) EVOLUDES SEPTIA IN SULA DES (        |   |   |  |  |  |
|   | 10. | CHECK IF II  | HŁ / | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| Ī | 11. | PERCENT O  | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |  |
| ļ |     | 6.11% (1)(2  |      |  |   |   |  |  |  |
| l | 12. | TYPE OF RE   | POR  | RTING PERSON (see instructions)  |   |   |  |  |  |
| l |     | CO   |      |  |   |   |  |  |  |
| П |     | CO   |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
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|     |  |      |  | O | U |  |  |  |
|-----|--|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)                 |      |  |   |   |  |  |  |
|     | Steven G. Martin   |      |  |   |   |  |  |  |
| 2.  | <ul><li>2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)</li><li>(a) □ (b) □</li></ul> |      |  |   |   |  |  |  |
| 3.  | 3. SEC USE ONLY  |      |  |   |   |  |  |  |
| 4.  | CITIZENSHI   | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | United State   | es   |  |   |   |  |  |  |
|     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
| N   | UMBER OF   |      | 0  |   |   |  |  |  |
| DE  | SHARES<br>NEFICIALLY   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | WNED BY  |      | 20,680,882 (1)   |   |   |  |  |  |
| R   | EACH<br>EPORTING   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
|     | PERSON   |      | 0  |   |   |  |  |  |
|     | WITH   | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|     | 20,680,882   |      |  |   |   |  |  |  |
| 10. | CHECK IF TI  | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| 11. | PERCENT O  | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |  |
|     | 6.11% (1)(2  | ))   |  |   |   |  |  |  |
| 12. |  | _    | RTING PERSON (see instructions)  |   |   |  |  |  |
|     | IN   |      |  |   |   |  |  |  |

(1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.

(2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

|       |  |      |  | O | O |  |  |
|-------|--|------|--|---|---|--|--|
| 1.    | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |
|       | Erik J. Brown  |      |  |   |   |  |  |
| 2.    | CHECK THE  | API  | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                  |   |   |  |  |
|       | (a)  (b)  (c)  |      |  |   |   |  |  |
| 3.    | SEC USE ON   | LY   |  |   |   |  |  |
| 4.    | CITIZENSHI   | P OF | R PLACE OF ORGANIZATION  |   |   |  |  |
|       | United State   | es   |  |   |   |  |  |
|       | <u> </u>   | 5.   | SOLE VOTING POWER  |   |   |  |  |
|       |  |      |  |   |   |  |  |
|       | HINADED OF   |      |  |   |   |  |  |
| IN IN | IUMBER OF<br>SHARES  | 6.   | SHARED VOTING POWER  | - |   |  |  |
| DE    | NEFICIALLY   |      |  |   |   |  |  |
|       | OWNED BY   |      | 20,680,882 (1)   |   |   |  |  |
|       | EACH   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |
| F     | REPORTING  | ′•   | SOLE BISTOSTITVE TOWER   |   |   |  |  |
|       | PERSON   |      | 0  |   |   |  |  |
|       | WITH   | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |
|       |  | 0.   | SHAKED DISFOSITIVE FOWER   |   |   |  |  |
|       |  |      | 20,680,882 (1)   |   |   |  |  |
| 9.    | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |   |   |  |  |
|       |  |      |  |   |   |  |  |
|       | 20,680,882   |      |  |   |   |  |  |
| 10.   | CHECK IF TI  | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) □ |   |   |  |  |
|       |  |      |  |   |   |  |  |
| 11.   | PERCENT O  | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                     |   |   |  |  |
|       |  |      |  |   |   |  |  |
|       | 6.11% (1)(2  |      |  |   |   |  |  |
| 12.   | TYPE OF RE   | POR  | RTING PERSON (see instructions)  |   |   |  |  |
|       |  |      |  |   |   |  |  |
|       | IN   |      |  |   |   |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
- (2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

|     |  |      |  | O | 0 |  |  |
|-----|--|------|--|---|---|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |
|     | Christos Komissopoulos   |      |  |   |   |  |  |
| 2.  | 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) □ (b) □           |      |  |   |   |  |  |
| 3.  | SEC USE ON   | LY   |  |   |   |  |  |
| 4.  | CITIZENSHI   | P OF | R PLACE OF ORGANIZATION  |   |   |  |  |
|     | United State   | es   |  |   |   |  |  |
|     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |
| N   | UMBER OF   |      | 0  |   |   |  |  |
| DE  | SHARES<br>NEFICIALLY   | 6.   | SHARED VOTING POWER  |   |   |  |  |
|     | WNED BY  |      | 20,680,882 (1)   |   |   |  |  |
| R   | EACH<br>EPORTING   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |
|     | PERSON   |      | 0  |   |   |  |  |
|     | WITH   | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |
|     | 20,680,882   |      |  |   |   |  |  |
| 10. | CHECK IF TI  | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |
| 11. | PERCENT O  | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |
|     | 6.11% (1)(2  | ))   |  |   |   |  |  |
| 12. |  |      | TTING PERSON (see instructions)  |   |   |  |  |
|     | IN   |      |  |   |   |  |  |

(1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.

(2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

|     |  |      |  | U | U |  |  |  |
|-----|--|------|--|---|---|--|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |      |  |   |   |  |  |  |
|     | William F. Blank, III  |      |  |   |   |  |  |  |
| 2.  |  |      | PROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                |   |   |  |  |  |
|     | (a) (b) (c)  |      |  |   |   |  |  |  |
| 3.  | SEC USE ON   | LY   |  |   |   |  |  |  |
| 4.  | CITIZENSHII  | P OI | R PLACE OF ORGANIZATION  |   |   |  |  |  |
|     | United State   | es   |  |   |   |  |  |  |
|     |  | 5.   | SOLE VOTING POWER  |   |   |  |  |  |
|     |  |      |  |   |   |  |  |  |
| N   | UMBER OF   |      | 0  |   |   |  |  |  |
|     | SHARES   | 6.   | SHARED VOTING POWER  |   |   |  |  |  |
|     | NEFICIALLY   |      |  |   |   |  |  |  |
| C   | OWNED BY   |      | 20,680,882 (1)   |   |   |  |  |  |
| _   | EACH   | 7.   | SOLE DISPOSITIVE POWER   |   |   |  |  |  |
| K   | EPORTING<br>PERSON   |      |  |   |   |  |  |  |
|     | WITH   |      | 0  |   |   |  |  |  |
|     | VV 1111  | 8.   | SHARED DISPOSITIVE POWER   |   |   |  |  |  |
|     |  |      | l  |   |   |  |  |  |
|     |  |      | 20,680,882 (1)   |   |   |  |  |  |
| 9.  | AGGREGATI  | E AN | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                      |   |   |  |  |  |
|     | 20 600 002   | (1)  |  |   |   |  |  |  |
|     | 20,680,882   |      |  |   |   |  |  |  |
| 10. | CHECK IF TI  | HE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |   |   |  |  |  |
| 11. | PERCENT OF   | F CL | ASS REPRESENTED BY AMOUNT IN ROW (9)                                   |   |   |  |  |  |
|     |  |      |  |   |   |  |  |  |
|     | 6.11% (1)(2  |      |  |   |   |  |  |  |
| 12. | TYPE OF RE   | POR  | TING PERSON (see instructions)   |   |   |  |  |  |
|     |  |      |  |   |   |  |  |  |
|     | IN   |      |  |   |   |  |  |  |

- (1) The securities include (i) 11,448,070 Ordinary Shares represented by 2,289,614 ADSs and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.
- (2) Based on 338,713,962 Ordinary Shares issued and outstanding as of June 30, 2020, as reported in a report on Form 6-K filed by the Issuer with the Securities and Exchange Commission on June 30, 2020.

### Item 1.

(a) Name of Issuer

Mereo BioPharma Group plc ("Issuer")

(b) Address of Issuer's Principal Executive Offices

4th Floor, One Cavendish Place, London, W1G 0QF, United Kingdom

# Item 2.

(a) Name of Person Filing

Aspire Capital Fund, LLC ("Aspire Fund")
Aspire Capital Partners, LLC ("Aspire Partners")
SGM Holdings Corp. ("SGM")
Red Cedar Capital Corp. ("Red Cedar")
Chrisko Investors, Inc. ("Chrisko")
WML Ventures Corp. ("WML Ventures")
Steven G. Martin ("Mr. Martin")
Erik J. Brown ("Mr. Brown")
Christos Komissopoulos ("Mr. Komissopoulos")

(b) Address of the Principal Office or, if none, residence

William F. Blank, III ("Mr. Blank")

The address of the principal business office of each of Aspire Fund, Aspire Partners, SGM, Red Cedar, Chrisko, WML Ventures, Mr. Martin, Mr. Brown, Mr. Komissopoulos and Mr. Blank is:

155 N. Wacker Drive, Suite 1600, Chicago, Illinois 60606

(c) Citizenship

Aspire Fund – Illinois
Aspire Partners – Illinois
SGM – Illinois
Red Cedar – Illinois
Chrisko – Illinois
WML Ventures – Illinois
Mr. Martin – United States
Mr. Brown – United States
Mr. Komissopoulos – United States

(d) Title of Class of Securities

Mr. Blank - United States

Title of Class of Securities

Ordinary share, nominal value £0.003 ("Ordinary Shares").

(e) CUSIP Number

589492107

# 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.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| Reporting person             | Amount<br>beneficially<br>owned: | Percent<br>of<br>class: | Sole power to vote or direct the vote: | Shared<br>power to<br>vote or to<br>direct the<br>vote: | Sole power to dispose or to direct the disposition of: | Shared<br>power<br>to dispose<br>or to<br>direct the<br>disposition<br>of: |
|------------------------------|----------------------------------|-------------------------|--|---|--|--|
| Aspire Capital Fund, LLC     | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Aspire Capital Partners, LLC | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| SGM Holdings Corp.           | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Red Cedar Capital Corp.      | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Chrisko Investors, Inc.      | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| WML Ventures                 | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Steven G. Martin             | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Erik J. Brown                | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| Christos Komissopoulos       | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |
| William F. Blank, III        | 20,680,882                       | 6.11%                   | 0                                      | 20,680,882  | 0  | 20,680,882   |

Aspire Fund may be deemed the beneficial owner of 20,680,882 Ordinary Shares, consisting of (i) 11,448,070 Ordinary Shares of the Issuer represented by 2,289,614 American Depositary Shares and (ii) 9,232,812 Ordinary Shares. The securities do not include 4,601,383 Ordinary Shares issuable upon exercise of certain warrants, the exercise of which is subject to the approval of the Issuer's shareholders and a beneficial ownership limitation of 9.99% of the Issuer's outstanding Ordinary Shares.

Aspire Partners is the Managing Member of Aspire Fund. SGM is the Managing Member of Aspire Partners. Mr. Martin the president and sole shareholder of SGM, as well as a principal of Aspire Partners. Mr. Brown is the president and sole shareholder of Red Cedar, which is a principal of Aspire Partners. Mr. Komissopoulos is president and sole shareholder of Chrisko, which is a principal of Aspire Partners. Mr. Blank is the president and sole shareholder of WML Ventures, which is a principal of Aspire Partners.

Pursuant to Section 13(d) of the Act, each of Aspire Partners, SGM, Red Cedar, Chrisko, WML Ventures, Mr. Martin, Mr. Brown, Mr. Komissopoulos and Mr. Blank may be deemed to be a beneficial owner of the Shares held by Aspire Fund.

Pursuant to Rule 13d-4 of the Act, each of Aspire Partners, SGM, Red Cedar, Chrisko, WML Ventures, Mr. Martin, Mr. Brown, Mr. Komissopoulos and Mr. Blank disclaims beneficial ownership of the Shares held by Aspire Fund.

#### Item 5. Ownership of 5 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 5 percent of the class of securities, check the following  $\Box$ .

Item 6. Ownership of More than 5 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 a Group.

Not applicable.

# Item 10. Certification.

Not applicable.

#### 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: July 2, 2020

ASPIRE CAPITAL FUND, LLC
BY: ASPIRE CAPITAL PARTNERS, LLC

BY: SGM HOLDINGS CORP.

By: /s/ Steven G. Martin

Name: Steven G. Martin

Title: President

SGM HOLDINGS CORP.

By: /s/ Steven G. Martin

Name: Steven G. Martin

Title: President

CHRISKO INVESTORS, INC.

By: /s/ Christos Komissopoulos

Name: Christos Komissopoulos

Title: President

STEVEN G. MARTIN

/s/ Steven G. Martin

**CHRISTOS KOMISSOPOULOS** 

/s/ Christos Komissopoulos

ASPIRE CAPITAL PARTNERS, LLC BY: SGM HOLDINGS CORP.

By: /s/ Steven G. Martin

Name: Steven G. Martin

Title: President

RED CEDAR CAPITAL CORP.

By: /s/ Erik J. Brown
Name: Erik J. Brown

Title: President

WML VENTURES CORP.

By: /s/ William F. Blank III

Name: William F. Blank III

Title: President

ERIK J. BROWN

/s/ Erik J. Brown

WILLIAM F. BLANK III

/s/ William F. Blank III

EXHIBIT INDEX

Exhibit Number Exhibit Description

99.1 Joint Filing Agreement 99.2 Power of Attorney

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13G (including amendments thereto) with respect to the Ordinary Shares, nominal value £0.003 of Mereo BioPharma Group plc, and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute one agreement.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of July 2, 2020.

/s/ Christos Komissopoulos

ASPIRE CAPITAL FUND, LLC ASPIRE CAPITAL PARTNERS, LLC BY: ASPIRE CAPITAL PARTNERS, LLC BY: SGM HOLDINGS CORP. BY: SGM HOLDINGS CORP. /s/ Steven G. Martin By: /s/ Steven G. Martin By: Name: Steven G. Martin Steven G. Martin Name: President President Title: Title: SGM HOLDINGS CORP. RED CEDAR CAPITAL CORP. /s/ Steven G. Martin /s/ Erik J. Brown By: By: Steven G. Martin Erik J. Brown Name: Name: Title: President Title: President CHRISKO INVESTORS, INC. WML VENTURES CORP. /s/ William F. Blank III /s/ Christos Komissopoulos By: By: Christos Komissopoulos Name: William F. Blank III Name: Title: President Title: President STEVEN G. MARTIN ERIK J. BROWN /s/ Steven G. Martin /s/ Erik J. Brown CHRISTOS KOMISSOPOULOS WILLIAM F. BLANK III

/s/ William F. Blank III

#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Cesar Bystrom and David Manshardt of Morrison & Foerster LLP, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned statements on Schedule 13D or Schedule 13G, and Forms ID, 3,4 and 5, in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statement on Schedule 13D or Schedule 13G, or Form ID, 3, 4 or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts' discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements on Schedule 13D or Schedule 13G, or Form ID, 3, 4 and 5, with respect to the undersigned's holdings of and transactions in securities issued by Mereo BioPharma Group plc, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 2, 2020.

Aspire Capital Fund LLC By: Aspire Capital Partners, LLC By: SGM Holdings Corp.

/s/ Steven G. Martin

Name: Steven G. Martin Title: President