

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**MEREO BIOPHARMA GROUP PLC**  
(Exact name of registrant as specified in its charter)

**United Kingdom**  
(State or other Jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Fourth Floor, One Cavendish Place,  
London, W1G 0QE, UK**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

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

**Title of each class  
to be so registered**  
**American Depositary Shares, each  
Representing four ordinary shares, nominal value £0.003  
per share**

**Name of each exchange on which  
each class is to be registered**  
**The Nasdaq Stock Market LLC**

**Ordinary Shares, nominal value £0.003 per share\***

**The Nasdaq Stock Market LLC\***

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box. ☐

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The NASDAQ Stock Market LLC. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-223883**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

---

**Item 1. Description of Registrant’s Securities to be Registered.**

Mereo BioPharma Group plc (the “Company”) hereby incorporates by reference (a) the description of its ordinary shares, nominal value £0.003 per share, contained under the heading “Description of Share Capital and Articles of Association,” (b) the description of its American Depositary Shares, each representing four ordinary shares, nominal value £0.003 per share, contained under the heading “Description of American Depositary Shares” and (c) the information set forth under the heading “Material Tax Considerations,” in each case, in the Company’s Registration Statement on Form F-1 (333-223883), as originally filed with the Securities and Exchange Commission (the “Commission”) on March 23, 2018, as amended from time to time (the “Registration Statement”). In addition, all of the above-referenced descriptions included in any prospectus forming a part of the Registration Statement subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

---

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 9, 2018

**MEREO BIOPHARMA GROUP PLC**

By: /s/ Denise Scots-Knight

Denise Scots-Knight, Ph.D.

Chief Executive Officer and Principal Executive Officer