

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Hughes-Wilson Alexandra</u> (Last) (First) (Middle) C/O MERO BIOPHARMA GROUP PLC 4TH FLOOR, ONE CAVENDISH PLACE (Street) LONDON X0 W1G 0QF (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mereo BioPharma Group plc [MREO]</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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 09/12/2024	
	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			
American Depositary Shares representing Ordinary Shares ⁽¹⁾	09/12/2024		S		7,769 ⁽²⁾	D	\$4.4727 ⁽³⁾	190,816 ⁽⁶⁾	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	09/12/2024		S		40,029 ⁽⁵⁾	D	\$4.4727 ⁽³⁾	150,787	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	09/13/2024		S		16,304 ⁽²⁾	D	\$4.221 ⁽⁴⁾	134,483	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	09/13/2024		S		84,008 ⁽⁵⁾	D	\$4.221 ⁽⁴⁾	50,475	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					

Explanation of Responses:

- Each American Depositary Share ("ADS") represents five ordinary shares, nominal value GBP 0.003 per ordinary share, of the Issuer.
- Represents the number of ADSs required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of performance-based restricted stock units under the issuer's 2019 Employee Incentive Plan (the "Plan"), occurring on September 11, 2024. These sales are mandated by the Issuer's election under its Plan to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$4.37 to \$4.62, inclusive. The Reporting Person undertakes to provide to Mereo BioPharma Group plc ("Mereo"), any security holder of Mereo, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$4.01 to \$4.43, inclusive.
- The Reporting Person sold a total of 124,037 ADSs solely to pay tax obligations, including tax withholding obligations related to the exercise of stock options described in the Form 4 filed on September 13, 2024.
- The total amount of securities beneficially owned on the reporting person's Form 4 filed on September 13, 2024 has been reduced by 44,296, which reflects ADSs withheld by the Issuer in connection with the net settlement of the stock option exercise on September 11, 2024 and inadvertently omitted from the September 13, 2024 filing. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3.

Remarks:

Chief Patient Access and Commercial Planning

/s/ Christine Fox, by power of attorney 09/16/2024

** 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.

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.