

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

FORM 8-K

Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 15, 2024

MEREO BIOPHARMA GROUP PLC

(Exact name of registrant as specified in its charter)

England and Wales  
(State or other jurisdiction  
of incorporation)

001-38452  
(Commission  
File Number)

Not Applicable  
(IRS Employer  
Identification No.)

4<sup>th</sup> Floor, One Cavendish Place,  
London, W1G 0QF  
United Kingdom  
(Address of principal executive offices, including zip code)  
+44-333-023-7300  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of each class                                                                            | Trading Symbol | Name of each exchange on which registered |
|------------------------------------------------------------------------------------------------|----------------|-------------------------------------------|
| American Depositary Shares, each representing five Ordinary Shares, par value £0.003 per share | MREO           | The Nasdaq Stock Market LLC               |
| Ordinary Shares, nominal value £0.003 per share*                                               | *              | The Nasdaq Stock Market LLC               |

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Stock Market LLC.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

**Item 1.01. Entry Into a Material Definitive Agreement.**

On April 15, 2024, Mereo BioPharma Group plc (the “Company”) entered into an extension letter, effective as of April 15, 2024 (the “Extension Letter”) to the cooperation agreement, dated October 28, 2022 (the “Cooperation Agreement”), between the Company and Rubric Capital Management L.P. (“Rubric Capital”). The Extension Letter waived the requirement under Section 1(f) of the Cooperation Agreement for Mr. Justin Roberts to offer to resign from the Company’s Board of Directors and all applicable committees thereof upon the termination date of the Cooperation Agreement which was immediately following the conclusion of the Company’s 2024 annual shareholder meeting (the “Termination Date”) and extended the Termination Date of the Cooperation Agreement until immediately following the conclusion of the Company’s 2025 annual shareholder meeting.

The foregoing description of the Extension Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Extension Letter, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein in its entirety by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                                                                                                      |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | <a href="#"><u>Extension Letter to the Cooperation Agreement between the Company and Rubric Capital, dated April 15, 2024.</u></a> |
| 104                | Cover Page Interactive Data File (embedded within the Inline XBRL document).                                                       |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MEREO BIOPHARMA GROUP PLC

Date: April 15, 2024

By: /s/ Charles Sermon

Name: Charles Sermon

Title: General Counsel



Rubric Capital Management L.P.  
155 East 44<sup>th</sup> St, Suite 1630  
New York, NY 10017

15 April 2024

**Re: Waiver of Section 1(f) of the Cooperation Agreement, dated October 28, 2022, between Mereo BioPharma Group plc (the “Company”) and Rubric Capital Management L.P. (“Rubric Capital”) (such agreement, the “Cooperation Agreement”) and Extension of the Termination Date.**

To whom it may concern:

In recognition of the valuable contributions made by Justin Roberts to the Board of Directors (the “**Board**”) of the Company, the Board believes it would be in the best interests of the Company’s shareholders for Mr. Roberts to continue serving as a director of the Company, and for the Company to extend the date of the Termination Date.

Accordingly, the Company and Rubric Capital hereby irrevocably (i) waive the requirement under Section 1(f) of the Cooperation Agreement for Mr. Roberts to offer to resign from the Board and all applicable committees thereof upon the Termination Date, and (ii) extend the Termination Date until immediately following the end of the 2025 annual meeting of the Company’s shareholders.

Except as specifically amended herein, the Cooperation Agreement shall remain in full force and effect according to its terms. Section 20 (*Governing Law and Jurisdiction*) of the Cooperation Agreement shall apply in respect of this letter, amended as the context requires.

Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Cooperation Agreement.

*[Signature page follows below]*

Mereo BioPharma Group plc  
4<sup>th</sup> Floor, 1 Cavendish Place  
London, W1G 0QF  
T: +44 333 023 7300  
[www.mereobiopharma.com](http://www.mereobiopharma.com)

Mereo BioPharma Group plc is company registered in England and Wales under number 9481161 whose registered office is at 4<sup>th</sup> Floor, 1 Cavendish Place, W1G 0QF.



Sincerely,

**MEREO BIOPHARMA GROUP PLC**

By: /s/ Denise Scots-Knight

Name: Denise Scots-Knight

Title: Chief Executive Officer

Acknowledged and Agreed:

**RUBRIC CAPITAL MANAGEMENT L.P.**

as Manager or Sub-Manager of its funds and accounts

By: Rubric Capital Management GP LLC, its General Partner

By: /s/ David Rosen

Name: David Rosen

Title: Managing Member

Mereo BioPharma Group plc

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