
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

Mereo BioPharma Group plc

(Name of Issuer)

Ordinary Shares, £0.003 par value

(Title of Class of Securities)

589492107**

(CUSIP Number)

Rubric Capital Management LP
155 East 44th St, Suite 1630
New York, NY 10017
Attention: Brian Kleinhaus
212-418-1888

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 15, 2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☒

**There is no CUSIP number assigned to the Ordinary Shares. CUSIP number 589492107 has been assigned to the American Depositary Receipts ("ADRs") of the Issuer, which are quoted on the Nasdaq Global Market under the symbol "MREO." Each ADR represents 5 Ordinary Shares.

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* 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).

1	NAME OF REPORTING PERSON Rubric Capital Management LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐	
6	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.22%	
14	TYPE OF REPORTING PERSON PN, IA	

1	NAME OF REPORTING PERSON David Rosen	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 99,714,985 Ordinary Shares (including 67,764,985 Ordinary Shares represented by 13,552,997 ADRs)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.22%	
14	TYPE OF REPORTING PERSON IN	

This Schedule 13D amends the Schedule 13D initially filed by the Reporting Persons with the Securities and Exchange Commission on May 26, 2022 with respect to the ordinary shares of stock, par value , £0.003 par value per share (the “Ordinary Shares”), of Mereo BioPharma Group plc, a public limited company under the laws of England and Wales (the “Issuer”), which was subsequently amended on June 9, 2022, June 14, 2022, August 24, 2022, September 23, 2022, October 28, 2022, June 14, 2023, October 31, 2023, November 2, 2023, November 6, 2023, November 8, 2023, November 13, 2023, November 15, 2023, and November 20, 2023 (collectively, including this amendment, the “Schedule 13D”).

Capitalized terms used but not defined herein have the meanings given to such terms in the Schedule 13D.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by adding the following.

On April 15, 2024, Rubric Capital entered into a letter agreement with the Issuer (the “Extension Letter”) in connection with that certain cooperation agreement, dated October 28, 2022 (the “Cooperation Agreement”), between the Issuer and Rubric Capital. Pursuant to the Extension Letter, the parties (i) irrevocably waived the requirement under Section 1(f) of the Cooperation Agreement for Mr. Justin Roberts to offer to resign from the Issuer’s Board of Directors and all applicable committees thereof upon the termination date of the Cooperation Agreement, which was initially scheduled to be immediately following the conclusion of the Issuer’s 2024 annual shareholder meeting, and (ii) extended the termination date of the Cooperation Agreement until immediately following the conclusion of the Issuer’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 as Exhibit 99.1 hereto and is incorporated herein in its entirety by reference.

Item 7. LIST OF EXHIBITS

Item 7 of the Schedule 13D is hereby amended by adding the following:

Exhibit 99.1: Extension Letter, dated April 15, 2024, by and between Rubric Capital and the Issuer (incorporated by reference to [Exhibit 10.1 to the Form 8-K filed by the Issuer with the Securities and Exchange Commission on April 15, 2024](#)).

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 16, 2024

RUBRIC CAPITAL MANAGEMENT LP

By: /s/ Michael Nachmani
Name: Michael Nachmani
Title: Chief Operating Officer

/s/ David Rosen
DAVID ROSEN
