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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number) 0001719714	Previous Names X None	Entity Type Corporation Limited Partnership Limited Liability Company General Partnership Business Trust X Other (Specify) Public Limited Company
Name of Issuer Mereo Biopharma Group plc		
Jurisdiction of Incorporation/Organization UNITED KINGDOM		
Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer Mereo Biopharma Group plc			
Street Address 1 1 CAVENDISH PLACE		Street Address 2	
City LONDON	State/Province/Country UNITED KINGDOM	ZIP/PostalCode W1G 0QF	Phone Number of Issuer +44 333 0237 300

3. Related Persons

Last Name Scots-Knight	First Name Dr. Denise	Middle Name
Street Address 1 1 Cavendish Place	Street Address 2	
City London	State/Province/Country UNITED KINGDOM	ZIP/PostalCode W1G 0QF
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chief Executive Officer and Co-Founder

Last Name Fellner	First Name Dr. Peter	Middle Name
Street Address 1 1 Cavendish Place	Street Address 2	
City London	State/Province/Country UNITED KINGDOM	ZIP/PostalCode W1G 0QF
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chairman

Last Name	First Name	Middle Name
Ekblom	Dr. Anders	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Bains	Peter	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Kashyap	Kunal	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Blackburn	Paul	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Wyzga	Michael	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Pakianathan	Dr. Deepa	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Non-Executive Director

Last Name	First Name	Middle Name
Jones	Richard	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

Last Name	First Name	Middle Name
Sermon	Charles	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

General Counsel and Co-Founder

Last Name	First Name	Middle Name
MacKinnon	Dr. Alastair	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Chief Medical Officer and Co-Founder

Last Name	First Name	Middle Name
Richard	John	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Head of Corporate Development and Co-Founder

Last Name	First Name	Middle Name
Henrich	Jill	
Street Address 1	Street Address 2	
1 Cavendish Place		
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	W1G 0QF
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Senior Vice President

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	X Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)	Investment Company Act Section 3(c)	
Rule 504 (b)(1)(ii)	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(iii)	Section 3(c)(2)	Section 3(c)(10)
X Rule 506(b)	Section 3(c)(3)	Section 3(c)(11)
Rule 506(c)	Section 3(c)(4)	Section 3(c)(12)
Securities Act Section 4(a)(5)	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2020-06-03 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$1 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
SVB Leerink LLC	39011	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None
None	None	

Street Address 1

1 Federal Street

City

Boston

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

Street Address 2

37th Floor

State/Province/Country

MASSACHUSETTS

All States

Foreign/non-US

ZIP/Postal Code
02110

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA

COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

13. Offering and Sales Amounts

Total Offering Amount \$70,000,000 USD or Indefinite
Total Amount Sold \$70,000,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

25

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$4,200,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Mereo Biopharma Group plc	/s/ Richard Jones	Richard Jones	Chief Financial Officer	2020-06-10

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
