

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

OMB APPROVAL	
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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>PAKIANATHAN DEEPIKA</u> (Last) (First) (Middle) <u>C/O MERO BIOPHARMA GROUP PLC</u> <u>4TH FLOOR, ONE CAVENDISH PLACE</u> (Street) <u>LONDON X0 W1G 0QF</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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⁾	08/22/2024		M		1,825	A	\$3	1,825	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		M		6,492	A	\$1.84	8,317	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		M		12,418	A	\$2.72	20,735	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		M		38,953	A	\$1.31	59,688	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		M		43,485	A	\$0.94	103,173	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		M		2,071	A	\$3.87	105,244	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	08/22/2024		S		105,244 ⁽²⁾	D	\$4.4298 ⁽³⁾	0	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					
Share Options (right to buy)	\$3	08/22/2024		M			5,500	(4)	07/23/2029	American Depositary Shares ⁽¹⁾	\$0	0	D	
Share Options (right to buy)	\$1.84	08/22/2024		M			11,000	(5)	02/20/2030	American Depositary Shares ⁽¹⁾	\$0	0	D	
Share Options (right to buy)	\$2.72	08/22/2024		M			31,500	(6)	02/01/2031	American Depositary Shares ⁽¹⁾	\$0	0	D	
Share Options (right to buy)	\$1.31	08/22/2024		M			55,000	(7)	02/01/2032	American Depositary Shares ⁽¹⁾	\$0	0	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					
Share Options (right to buy)	\$0.94	08/22/2024		M			55,000	(8)	02/01/2033	American Depository Shares ⁽¹⁾	\$0	0	D	
Share Options (right to buy)	\$3.87	08/22/2024		M			15,000	(9)	02/08/2034	American Depository Shares ⁽¹⁾	\$0	30,000	D	

Explanation of Responses:

- Each American Depositary Share ("ADS") represents five ordinary shares of the Issuer.
- Sale is due to fund administration reasons.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$4,360 to \$4,495, 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 footnote (3) to this Form
- Vested in substantially equal monthly installments over a one year period from the July 23, 2019 grant date.
- Vested in substantially equal monthly installments over a one year period from the February 20, 2020 grant date.
- Vested in substantially equal monthly installments over a one year period from the February 1, 2021 grant date.
- Vested in substantially equal monthly installments over a one year period from the February 1, 2022 grant date.
- Vested in substantially equal monthly installments over a one year period from the February 1, 2023 grant date.
- Vests in substantially equal monthly installments over a one year period from the February 8, 2024 grant date. As of June 8, 2024, 15,000 Share Options have vested.

/s/ Deepika Pakianathan 08/23/2024

** 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.