
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July, 2019

Commission File Number: 001-38452

MEREO BIOPHARMA GROUP PLC

(Translation of registrant's name into English)

**4th Floor, One Cavendish Place,
London, W1G 0QF, United Kingdom
(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Mereo BioPharma Group plc

(“Mereo” or the “Company”)

Notification of Director and other PDMR Dealings

London, July 24, 2019 - Mereo BioPharma Group plc (AIM: MPH, NASDAQ: MREO), a clinical stage UK based biopharmaceutical company focused on rare diseases, on July 23, 2019 granted incentive awards as set out below to persons discharging managerial responsibilities (PDMRs). All the awards were granted for nil consideration and shall ordinarily be forfeit (to the extent unvested) upon cessation of service.

Options to acquire American Depositary Shares (“ADSs”) at an exercise price of \$3.00 per ADS under the Mereo BioPharma Group plc 2019 Equity Incentive Plan (an employees’ share scheme):

| Name of PDMR | Position | Number of ADSs over which Option granted |
|---------------------|--|---|
| Denise Scots-Knight | Chief Executive Officer | 87,500 |
| Alastair MacKinnon | Chief Medical Officer | 27,500 |
| Richard Jones | Chief Financial Officer | 27,500 |
| Charles Sermon | General Counsel | 27,500 |
| Wills Hughes-Wilson | Head of Patient Access and Commercial Planning | 18,000 |
| John Richard | Head of Corporate Development | 27,500 |

These Options shall normally vest and become exercisable as to one quarter on the first anniversary of their grant date and, thereafter, as to the balance in equal monthly installments over the three-year period following such anniversary.

Options to acquire ADSs at an exercise price of \$3.00 per ADS under the Mereo BioPharma Group plc 2019 Non-Employee Equity Incentive Plan:

| Name of PDMR | Position | Number of ADSs over which Option granted |
|---------------------|-----------------|---|
| Peter Fellner | Chairman | 5,500 |
| Anders Ekblom | Director | 5,500 |
| Peter Bains | Director | 5,500 |
| Kunal Kashyap | Director | 5,500 |
| Paul Blackburn | Director | 5,500 |
| Deepa Pakianathan | Director | 5,500 |
| Michael Wyzga | Director | 5,500 |

These Options shall vest in equal monthly instalments over the year following their grant date.

In each case above the exercise price of \$3.00 per ADS was therefore set at a premium to the closing price for Mereo BioPharma Group plc ADS for 22 July 2019 which was \$2.30.

The below announcement and notification is made in accordance with the EU Market Abuse Regulation. The forms required under the EU Market Abuse Regulation follow.

1 Details of the person discharging managerial responsibilities

a) Name Denise Scots-Knight

2 Reason for the notification

a) Position/status Chief Executive Officer

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Mereo BioPharma Group plc

b) LEI 213800U8JQHJOS5AS09

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument and identification code AMERICAN DEPOSITARY SHARE (ADS), EACH REPRESENTING 5 MEREO BIOPHARMA GROUP PLC ORDINARY SHARES OF GBP0.003 EACH

b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEREO BIOPHARMA GROUP PLC 2019 EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS

c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 87,500 |

d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION

e) Date of the transaction July 23, 2019

f) Place of the transaction Outside of a trading venue

1 Details of the person discharging managerial responsibilities

a) Name Alastair MacKinnon

2 Reason for the notification

a) Position/status Chief Medical Officer

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Mereo BioPharma Group plc

b) LEI 213800U8JQHJOS5AS09

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- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEROE BIOPHARMA GROUP PLC 2019 EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS
- c) Price(s) and volume(s)
- | | <u>Price(s)</u> | <u>Volume(s)</u> |
|--|-----------------|------------------|
| | NIL | 27,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue
- 1 Details of the person discharging managerial responsibilities
- a) Name Richard Jones
- 2 Reason for the notification
- a) Position/status Chief Financial Officer
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
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c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 27,500 |

d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION

e) Date of the transaction July 23, 2019

f) Place of the transaction Outside of a trading venue

1 Details of the person discharging managerial responsibilities

a) Name Charles Sermon

2 Reason for the notification

a) Position/status General Counsel

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Mereo BioPharma Group plc

b) LEI 213800U8JQHJOS5AS09

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c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 27,500 |

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- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue
- 1 Details of the person discharging managerial responsibilities
- a) Name Wills Hughes-Wilson
- 2 Reason for the notification
- a) Position/status Head of Patient Access and Commercial Planning
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
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- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEROO BIOPHARMA GROUP PLC 2019 EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS
- c) Price(s) and volume(s)
- | <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 18,000 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue

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- 1 Details of the person discharging managerial responsibilities
- a) Name John Richard
- 2 Reason for the notification
- a) Position/status Head of Corporate Development
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
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- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEROO BIOPHARMA GROUP PLC 2019 EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS
- c) Price(s) and volume(s)
- | | <u>Price(s)</u> | <u>Volume(s)</u> |
|--|-----------------|------------------|
| | NIL | 27,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue

1 Details of the person discharging managerial responsibilities

- a) Name Peter Fellner
- 2 Reason for the notification
- a) Position/status Chairman

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- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code AMERICAN DEPOSITARY SHARE (ADS), EACH REPRESENTING 5 MEREO BIOPHARMA GROUP PLC ORDINARY SHARES OF GBP0.003 EACH
- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEREO BIOPHARMA GROUP PLC 2019 NON-EMPLOYEE EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS
- c) Price(s) and volume(s)
- | <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue
- 1 Details of the person discharging managerial responsibilities
- a) Name Anders Ekblom
- 2 Reason for the notification
- a) Position/status Director
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09

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- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
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- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEROE BIOPHARMA GROUP PLC 2019 NON-EMPLOYEE EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS
- c) Price(s) and volume(s)
- | | <u>Price(s)</u> | <u>Volume(s)</u> |
|--|-----------------|------------------|
| | NIL | 5,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue
- 1 Details of the person discharging managerial responsibilities
- a) Name Peter Bains
- 2 Reason for the notification
- a) Position/status Director
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
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- b) Nature of the transaction GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEROE BIOPHARMA GROUP PLC 2019 NON-EMPLOYEE EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS

c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |

d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION

e) Date of the transaction July 22, 2019

f) Place of the transaction Outside of a trading venue

1 Details of the person discharging managerial responsibilities

a) Name Kunal Kashyap

2 Reason for the notification

a) Position/status Director

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Mereo BioPharma Group plc

b) LEI 213800U8JQHJOS5AS09

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument and identification code
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b) Nature of the transaction
GRANT OF AN OPTION (FOR NO CONSIDERATION) UNDER THE MEREIO BIOPHARMA GROUP PLC 2019 NON-EMPLOYEE EQUITY INCENTIVE PLAN. THE EXERCISE PRICE IS US\$3.00 PER ADS

c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |

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- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue
- 1 Details of the person discharging managerial responsibilities
- a) Name Paul Blackburn
- 2 Reason for the notification
- a) Position/status Director
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
- b) LEI 213800U8JQHJOS5AS09
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- c) Price(s) and volume(s)
- | <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue

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- 1 Details of the person discharging managerial responsibilities
- a) Name Deepa Pakianathan
- 2 Reason for the notification
- a) Position/status Director
- b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Mereo BioPharma Group plc
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- c) Price(s) and volume(s)
- | <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |
- d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION
- e) Date of the transaction July 23, 2019
- f) Place of the transaction Outside of a trading venue

1 Details of the person discharging managerial responsibilities

a) Name Michael Wyzga

2 Reason for the notification

a) Position/status Director

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Mereo BioPharma Group plc

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c) Price(s) and volume(s)

| <u>Price(s)</u> | <u>Volume(s)</u> |
|-----------------|------------------|
| NIL | 5,500 |

d) Aggregated information: volume, Price NOT APPLICABLE – SINGLE TRANSACTION

e) Date of the transaction July 23, 2019

f) Place of the transaction Outside of a trading venue

SIGNATURE

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

Date: July 24, 2019

MEREO BIOPHARMA GROUP PLC

By: /s/ Charles Sermon

Name: Charles Sermon

Title: General Counsel