

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rubric Capital Management LP</u> <hr/> (Last) (First) (Middle) 155 EAST 44TH ST, SUITE 1630 <hr/> (Street) NEW YORK NY 10017 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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				

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						Title
American Depository Shares ("ADSs") <sup>(1)</sup>	(3)	06/17/2024		A		1,754,350		(3)	(3)	Ordinary Shares, GBP 0.003 par value per share	(1)	\$3.99	15,307,347	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Rubric Capital Management LP</u> <hr/> (Last) (First) (Middle) 155 EAST 44TH ST, SUITE 1630 <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rosen David Efrain</u> <hr/> (Last) (First) (Middle) 155 EAST 44TH ST, SUITE 1630 <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)

Explanation of Responses:

- Each ADS represents five (5) Ordinary Shares, GBP 0.003 par value per share ("Ordinary Shares")
- This Form 3 is filed by Rubric Capital Management LP ("Rubric Capital") and Mr. David Rosen, with respect to the securities held by certain funds and/or accounts (collectively, the "Rubric Vehicles"). Rubric Capital serves as the investment adviser to the Rubric Vehicles. Mr. David Rosen serves as the Managing Member of Rubric Capital Management GP, LLC, the general partner of Rubric Capital. The filing of this statement shall not be deemed an admission that any Reporting Person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each Reporting Person expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.
- N/A

Remarks:

The Reporting Persons are directors by deputization for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, by virtue of the fact that Justin Roberts, a Partner at Rubric Capital, serves on the board of directors of the Issuer.

Rubric Capital Management LP, 06/17/2024  
 By: /s/ Michael Nachmani, its

Chief Operating Officer

/s/ David Rosen

06/17/2024

\*\* 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.**