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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Mereo Biopharma Group plc
(Name of Issuer)

American Depositary Shares, each representing five Ordinary shares
(Title of Class of Securities)

589492107
(CUSIP Number)

December 31, 2020
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 589492107

1	Name of reporting persons. Boxer Capital, LLC	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 10,309,250*
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 10,309,250*
9	Aggregate amount beneficially owned by each reporting person. 10,309,250*	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 9.1%**	
12	Type of reporting person OO	

* Consists of American Depositary Shares (“ADS”), each of which represents five Ordinary Shares. This number includes 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to a warrant to purchase Ordinary Shares (the “Boxer Warrant”) issued in connection with the private placement as described in the Issuer’s press release on June 4, 2020 (the “Private Placement”).

** Based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer’s prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters’ full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

CUSIP No. 589492107

1	Name of reporting persons. Boxer Asset Management Inc.	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. Bahamas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 10,309,250*
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 10,309,250*
9	Aggregate amount beneficially owned by each reporting person. 10,309,250*	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 9.1%**	
12	Type of reporting person CO	

* Consists of ADS, each of which represents five Ordinary Shares. This number includes 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant.

** Based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer's prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters' full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

CUSIP No. 589492107

1	Name of reporting persons. MVA Investors, LLC	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 948,922*
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 948,922*
9	Aggregate amount beneficially owned by each reporting person. 948,922*	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 0.8%**	
12	Type of reporting person OO	

* Consists of ADS, each of which represents five Ordinary Shares. This number includes 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to a warrant to purchase Ordinary Shares (the "MVA Warrant") issued in connection with the Private Placement.

** Based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer's prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters' full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

CUSIP No. 589492107

1	Name of reporting persons. Aaron I. Davis	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 948,922*
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 948,922*
9	Aggregate amount beneficially owned by each reporting person. 948,922*	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 0.8%**	
12	Type of reporting person IN	

* Consists of ADS, each of which represents five Ordinary Shares. This number includes 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to a warrant to purchase Ordinary Shares (the "MVA Warrant") issued in connection with the Private Placement.

** Based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer's prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters' full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

CUSIP No. 589492107

1	Name of reporting persons. Joe Lewis	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 10,309,250*
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 10,309,250*
9	Aggregate amount beneficially owned by each reporting person. 10,309,250*	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 9.1%**	
12	Type of reporting person IN	

* Comprised of ADS, each of which represents five Ordinary Shares. This number includes 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant.

** Based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer's prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters' full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the statement on Schedule 13G initially filed on March 2, 2020 (the “Original Filing”) by Boxer Capital, LLC (“Boxer Capital”), Boxer Asset Management Inc. (“Boxer Management”) and Joe Lewis, as amended by Amendment No.1 filed on June 3, 2020. Amendment No. 1 was an original filing for MVA Investors, LLC (“MVA Investors”) and Aaron I. Davis (“Aaron Davis”) and, together with Boxer Capital, Boxer Management, Joe Lewis and MVA Investors, the “Reporting Persons”). The Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 2. Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Original Filing, as amended.

Item 4. Ownership.

(a) Amount beneficially owned:

Boxer Capital, Boxer Management and Joe Lewis beneficially own 10,309,250 ADS, which includes 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to a warrant to purchase 20,412,883 Ordinary Shares (the “Boxer Warrant”) issued in connection with the private placement set forth in the Issuer’s press release on June 4, 2020 (the “Private Placement”). MVA Investors and Aaron Davis beneficially own 948,922 ADS, which includes 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to a warrant to purchase 2,594,027 Ordinary Shares (the “MVA Warrant”). The Reporting Persons may be deemed to beneficially own in the aggregate 11,258,172 ADS.

In the Private Placement, Boxer Capital received a convertible note that is convertible into 1,003,349 Ordinary Shares (the “Boxer Notes”) and MVA Investors received a convertible note that is convertible into 4,184,706 Ordinary Shares (the “MVA Notes”). The conversions of the Boxer Notes and the MVA Notes, as well as the exercises of the Boxer Warrant and the MVA Warrant, are each subject to a beneficial ownership limitation such that no conversion or exercise may occur if it would result in beneficial ownership in excess of 9.99% with respect to the holder and its affiliates. Therefore, the remaining underlying shares of Ordinary Shares for which the Boxer Notes, MVA Notes, Boxer Warrant and MVA Warrants are convertible or exercisable are not currently reported as shares beneficially owned by the Reporting Persons herein. Copies of the forms of Boxer Warrant, MVA Warrant, Boxer Note and MVA Note are filed herewith as exhibits and incorporated herein by reference, and any description herein of the Boxer Warrant, MVA Warrant, Boxer Note and MVA Note is qualified in its entirety by reference to the form of warrant or note, as applicable.

(b) Percent of class:

The ADS beneficially owned by Boxer Capital, Boxer Management and Joe Lewis represent 9.1% of the Issuer’s outstanding ADS. The ADS beneficially owned by MVA Investors and Aaron Davis represent 0.8% of the Issuer’s outstanding ADS. The number of ADS beneficially owned by the Reporting Persons in the aggregate represent 9.99% of the Issuer’s outstanding Ordinary Shares. All percentages are based on 112,694,417 ADS outstanding, which is the sum of (i) 108,142,781 ADS outstanding, as set forth in the Issuer’s prospectus supplement filed with the SEC on February 10, 2021, which includes the underwriters’ full exercise of their option to purchase additional ADS, (ii) 20,412,883 Ordinary Shares, the equivalent of 4,082,577 ADS, that Boxer Capital has the right to acquire pursuant to the Boxer Warrant and (iii) 2,345,297 Ordinary Shares, the equivalent of 469,059 ADS, that MVA Investors has the right to acquire pursuant to the MVA Warrant.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

None of the Reporting Persons has sole power to vote or to direct the vote of any ADS.

(ii) Shared power to vote or to direct the vote:

Boxer Capital, Boxer Management and Joe Lewis have shared power to vote or to direct the vote of the 10,309,250 ADS they beneficially own. MVA Investors and Aaron Davis have shared power to vote or to direct the vote of the 948,922 ADS they beneficially own.

(iii) Sole power to dispose or to direct the disposition of:

None of the Reporting Persons has sole power to dispose or to direct the disposition of any ADS.

(iv) Shared power to dispose or to direct the disposition of:

Boxer Capital, Boxer Management and Joe Lewis have shared power to dispose or to direct the disposition of the 10,309,250 ADS they beneficially own. MVA Investors and Aaron Davis have shared power to dispose or to direct the disposition of the 948,922 ADS they beneficially own.

Item 10. Certification.

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Exhibits

- 1 Joint Filing Agreement, dated June 5, 2020, among the Reporting Persons, incorporated herein by reference to Exhibit 1 to the Schedule 13G filed by the Reporting Persons on June 5, 2020.
- 2 Form of Convertible Loan Note Instrument, dated June 3, 2020, relating to Mereo BioPharma Group PLC, , incorporated by reference to Exhibit 10.3 to the Form 6-K filed by the Issuer on June 5, 2020.
- 3 Form of Warrant Instrument, dated June 3, 2020, relating to Mereo BioPharma Group PLC, incorporated by reference to Exhibit 10.4 to the Form 6-K filed by the Issuer on June 5, 2020.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 16, 2021

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Chief Executive Officer

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

/s/ Joseph C. Lewis

Joseph C. Lewis, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Chief Executive Officer

AARON I. DAVIS

/s/ Aaron I. Davis

Aaron I. Davis, Individually