

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Scots-Knight Denise</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O MERO BIOPHARMA GROUP PLC 4TH FLOOR, ONE CAVENDISH PLACE</p> <hr/> <p>(Street)</p> <p>LONDON X0 W1G 0QF</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Mereo BioPharma Group plc [MREO]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Chief Executive Officer</u></p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>06/25/2024</u></p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p>Rule 10b5-1(c) Transaction Indication</p> <p><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.</p>		

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⁾⁽²⁾	06/25/2024		S		40,712 ⁽³⁾	D	\$3.6939 ⁽⁴⁾	801,791 ⁽⁶⁾	D	
American Depositary Shares representing Ordinary Shares ⁽¹⁾	06/26/2024		S		92,273 ⁽³⁾	D	\$3.3932 ⁽⁵⁾	709,518 ⁽⁶⁾	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)					

Explanation of Responses:

- Each American Depositary Share ("ADS") represents five ordinary shares, nominal value GBP 0.003 per ordinary share, of the Issuer.
- Reporting Person also beneficially owns 4 ordinary shares, nominal value of GBP 0.003 per ordinary share, of the Issuer.
- Represents the number of ADSs required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of Performance-based restricted stock units under the issuer's 2019 Employee Incentive Plan (the "Plan"), that vested on June 21, 2024. These sales are mandated by the Issuer's election under its Plan to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$3.60 to \$3.805, 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 footnotes (4) and (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$3.28 to \$3.51, inclusive.
- Includes 1,200 ADSs jointly owned by Reporting person and her spouse.

/s/ Christine Fox, by power of attorney 06/27/2024

** 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.