

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>Hughes-Wilson Alexandra</u>  (Last) (First) (Middle) C/O MERO BIOPHARMA GROUP PLC 4TH FLOOR, ONE CAVENDISH PLACE  (Street) LONDON X0 W1G 0QF  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2024	
	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			
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		M <sup>(2)</sup>		93,333	A	\$1.4	100,983	D	
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		S <sup>(2)</sup>		50,350	D	\$2.99 <sup>(3)</sup>	58,633	D	
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		F <sup>(2)</sup>		42,983	D	\$1.4	7,650	D	
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		M <sup>(2)</sup>		75,000	A	\$1.01	82,650	D	
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		S <sup>(2)</sup>		50,082	D	\$2.94 <sup>(3)</sup>	32,568	D	
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	05/22/2024		F <sup>(2)</sup>		24,918	D	\$1.01	7,650	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Share Options (Right to buy)	\$1.4	05/22/2024		M <sup>(2)</sup>		93,333	(4)	01/14/2032	American Depositary Shares <sup>(1)</sup>	93,333	\$1.4	0	D	
Share Options (Right to buy)	\$1.01	05/22/2024		M <sup>(2)</sup>		75,000	(5)	01/25/2033	American Depositary Shares <sup>(1)</sup>	75,000	\$1.01	0	D	

**Explanation of Responses:**

- Each American Depositary Share ("ADS") represents five ordinary shares, nominal value GBP 0.003 per ordinary share, of the Issuer.
- Ms. Hughes-Wilson sold a total of 100,432 ADSs solely to pay a tax obligation, and all proceeds are being used for such taxes.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$2.88 to \$3.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges
- 160,000 options were issued on 01/14/2022 and 25% of the shares underlying this award became exercisable on January 14, 2023, with the remainder vesting in equal monthly installments thereafter.
- 240,000 options were issued on 01/25/2023 and 25% of the shares underlying this award became exercisable on January 25, 2024, with the remainder vesting in equal monthly installments thereafter.

**Remarks:**

Chief Patient Access and Commercial Planning

/s/ Christine Fox, by power of attorney 05/23/2024

\*\* 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.**