

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>Scots-Knight Denise</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
American Depository Shares representing Ordinary Shares <sup>(1)(3)</sup>	06/21/2024		M		282,090 <sup>(2)</sup>	A	\$0	842,503 <sup>(4)</sup>	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)	Date Exercisable	Expiration Date					
Performance Based Restricted Stock Unit	\$0	06/21/2024		M		282,090		06/21/2024	01/25/2025	American Depository Shares <sup>(1)</sup>	\$0	188,060	D	

**Explanation of Responses:**

- Each American Depository Share ("ADS") represents five ordinary shares, nominal value GBP 0.003 per ordinary share, of the Issuer.
- Represents performance-based restricted stock unit ("PSU") earned under the issuer's 2019 Employee Incentive Plan (the "Plan") that vested on June 21, 2024 based on satisfaction of ADS price threshold values over a two year performance period (expiring on January 1, 2025).
- Reporting Person also beneficially owns 4 ordinary shares, nominal value of GBP 0.003 per ordinary share, of the Issuer.
- Includes 1,200 ADSs jointly owned by Reporting person and her spouse.

/s/ Christine Fox, by power of attorney 06/25/2024

\*\* 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.

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