

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MacDonald Glen C</u>  (Last) (First) (Middle) C/O SESEN BIO, INC. SUITE 1800  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/05/2019	3. Issuer Name and Ticker or Trading Symbol <u>Sesen Bio, Inc. [ SESN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(1)	09/20/2026	Common Stock	100,000	3.37	D
Employee Stock Option (Right to Buy)	(2)	04/03/2027	Common Stock	10,896	2.28	D
Employee Stock Option (Right to Buy)	(3)	04/09/2028	Common Stock	150,000	1.5	D
Employee Stock Option (Right to Buy)	(4)	02/21/2029	Common Stock	250,000	0.8285	D
Employee Stock Option (Right to Buy)	(5)	10/04/2027	Common Stock	22,980	1.59	D
Employee Stock Option (Right to Buy)	(6)	10/04/2027	Common Stock	30,000	1.59	D
Employee Stock Option (Right to Buy)	(7)	10/04/2027	Common Stock	24,900	1.59	D

**Explanation of Responses:**

- This option was granted on September 20, 2016. 25% of the shares subject to such option shall vest on the first anniversary of the date of grant of the option and an additional 6.25% of the shares underlying the option shall vest at the end of each successive three-month period thereafter until the fourth anniversary of the date of grant of the option.
- This option was granted on April 3, 2017. 50% of Option to vest on grant date, with the remaining 50% to vest on the first anniversary of the grant date, subject to continued employment with the Company.
- This option was granted on April 9, 2018 and vests over four years in equal quarterly installments.
- On February 21, 2019, the reporting person was awarded options to purchase 250,000 shares of the common stock of Sesen Bio, Inc. (the "Company"), which options vest 6.25% every three months over four years provided the reporting person is employed by the Company at each such vest date with the first installment vesting on April 1, 2019.
- On October 4, 2017, the reporting person was granted an option to purchase 120,000 shares of common stock. This option vests in installments based on the achievement of certain strategic and clinical milestones. On January 18, 2018, the Compensation Committee of the Board of Directors of the Company determined that one of these performance milestones was met, resulting in vesting of the option with respect to 22,980 shares.
- On October 4, 2017, the reporting person was granted an option to purchase 120,000 shares of common stock. This option vests in installments based on the achievement of certain strategic and clinical milestones. On March 14, 2018, the Compensation Committee of the Board of Directors of the Company determined that one of these performance milestones was met, resulting in vesting of the option with respect to 30,000 shares.
- On October 4, 2017, the reporting person was granted an option to purchase 120,000 shares of common stock. This option vests in installments based on the achievement of certain strategic and clinical milestones. On June 12, 2018, the Compensation Committee of the Board of Directors of the Company determined that one of these performance milestones was met, resulting in vesting of the option with respect to 24,900 shares.

**Remarks:**

EXHIBIT LIST: Exhibit 24: Power of Attorney

/s/ Richard F. Fitzgerald 04/15/2019

\*\* 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 5 (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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