

**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

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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|                                                                                                                                                                                                                                                           |                                                                                   |                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person*</b><br><u>Forbes Monica</u><br><hr/> (Last) (First) (Middle)<br><u>C/O SESEN BIO, INC</u><br><u>245 FIRST STREET, SUITE 1800</u><br><hr/> (Street)<br><u>CAMBRIDGE MA 02142</u><br><hr/> (City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br><u>08/26/2019</u> | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>Sesen Bio, Inc. [ SESN ]</u>                                                                                                                                                                             |                                                                                                                                                                                                                                                                     |
|                                                                                                                                                                                                                                                           |                                                                                   | <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><u>Chief Financial Officer</u></p> | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

**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   |                                                                             |                                                        |                                                          |                                                       |
| <u>Employee Stock Option (Right to Buy)</u> | <u>(1)</u>                                               | <u>08/01/2029</u> | <u>Common Stock</u><br>240,000                                              | <u>1.16</u>                                            | <u>D</u>                                                 |                                                       |

**Explanation of Responses:**

1. 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.

**Remarks:**

EXHIBIT LIST: Exhibit 24: Power of Attorney

/s/ Monica Forbes

08/28/2019

\*\* 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.

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.

