

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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) <u>C/O SESEN BIO, INC.</u> <u>SUITE 1800</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (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>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		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) <p style="text-align: center;"><u>Chief Technology Officer</u></p>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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

\*\* Signature of Reporting Person

04/15/2019

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints the President and Chief Executive Officer, Chief Financial Officer and the Cor  
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, the undersigned's application for EDGAR  
(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5, in accordance with Se  
(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (A) complete and execute any such Forms 3, 4 or 5 (B)  
(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best i  
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, neces  
The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the C  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersig  
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of April, 2019.

/s/ Glen MacDonald  
Glen MacDonald, Ph.D.

[Signature Page to Power of Attorney]