

## 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

<b>1. Name and Address of Reporting Person*</b> <u>Anderson Kirstin</u>  (Last) (First) (Middle) C/O SESEN BIO INC 245 FIRST STREET - SUITE 1800  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 08/26/2019	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Sesen Bio, Inc. [ SESN ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### 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)
Common Stock	32,228 <sup>(1)</sup>	D	

### 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)	(2)	09/02/2024	Common Stock	2,400	11.95	D
Employee Stock Option (Right to Buy)	(3)	05/20/2025	Common Stock	2,200	3.1	D
Employee Stock Option (Right to Buy)	(4)	01/28/2026	Common Stock	2,500 <sup>(5)</sup>	0.32	D
Employee Stock Option (Right to Buy)	(6)	10/03/2027	Common Stock	15,000	1.59	D
Employee Stock Option (Right to Buy)	(7)	04/09/2028	Common Stock	8,000	1.5	D
Employee Stock Option (Right to Buy)	(8)	02/21/2029	Common Stock	37,000	0.8285	D

**Explanation of Responses:**

1. Represents shares purchased at various dates through 09/14/2017 through the exercise of vested stock options and participation in the Company's 2014 Employee Stock Purchase Plan.
2. This option was granted on 09/03/2014. 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.
3. This option was granted on 05/21/2015. 1/24th of the shares subject to such option shall vest on the 21st day of each successive month until the second anniversary of the date of grant of the option.
4. This option was granted on 01/29/2016. 6.25% of the shares subject to such option shall vest at the end of each successive three-month period until the fourth anniversary of the date of grant of the option.
5. 469 vested options were exercised 12/06/2016 and are included above in common stock holdings.
6. This option was granted on 10/04/2017. 25% of the shares subject to such option were immediately vested and an additional 25% of the shares underlying the option shall vest at the end of each successive six-month period until 18 months after the date of grant of the option.
7. This option was granted on 04/09/2018. 6.25% of the shares subject to such option shall vest at the end of each successive three-month period until the fourth anniversary of the date of grant of the option.
8. This option was granted on 02/21/2019. 6.25% of the shares subject to such option shall vest at the end of each successive three-month period until the fourth anniversary of the date of grant of the option.

**Remarks:**

Form 3 filed as a result of designation as Principal Accounting Officer by the Board of Directors on 08/26/2019. Exhibit List: Exhibit 24: Power of Attorney

/s/ Mark R. Sullivan General      09/05/2019  
Counsel

\*\* 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.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints the President and Chief Executive Officer, Chief Financial Officer, General Counsel and the Controller of Sesen Bio, Inc. (the "Company"), each as the undersigned's true and lawful attorney-in-fact to:

- (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 Access with the United States Securities and Exchange Commission (Form ID application);
- (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 Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (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), complete and execute any amendment or amendments thereto, and (C) timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (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 interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

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 Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of September 4, 2019.

/s/ Kirstin Anderson  
Kirstin Anderson