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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of **January 2024**

Commission File Number: **001-39458**

**Medicenna Therapeutics Corp.**

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*(Translation of registrant's name into English)*

**2 Bloor St. W. 7<sup>th</sup> Floor  
Toronto, Ontario M4W 3E2  
Canada**

*(Address of principal executive office)*

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MEDICENNA THERAPEUTICS CORP.**  
(Registrant)

Date: January 24, 2024

By: /s/ Fahar Merchant

Name: Fahar Merchant, PhD

Title: Chief Executive Officer

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Form 6-K Exhibit Index

Exhibit Number	Document Description
<a href="#">99.1</a>	<a href="#">Notice of change of Auditor</a>
<a href="#">99.2</a>	<a href="#">Letter from successor Auditor</a>

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**MEDICENNA THERAPEUTICS CORP.**  
(the “**Corporation**”)

**NOTICE OF CHANGE OF AUDITOR**

**TO:** Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

**AND TO:** MNP LLP (“**MNP**”)  
PricewaterhouseCoopers LLP (“**PwC**”)

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Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), the Corporation hereby gives notice as follows:

1. On December 20, 2023, PwC resigned as auditor of the Corporation.
2. On January 9, 2024, MNP was appointed as the new auditor of the Corporation.
3. The appointment of MNP has been recommended by the audit committee of the Corporation and approved by the board of directors of the Corporation (the “**Board**”), and the contents and filing of this notice have been approved by the Board.
4. There were no reservations or modified opinions contained in PwC’s report on the financial statements of the Corporation or its predecessor for the financial years ended March 31, 2023 or March 31, 2022.
5. In the opinion of the Board, there have been no “reportable events” as such term is defined in NI 51-102, between the Corporation and PwC.

Dated this 9th day of January, 2024.

**MEDICENNA THERAPEUTICS CORP.**

Per: /s/ Fahar Merchant  
Name: Fahar Merchant  
Title: President and Chief Executive Officer

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January 9, 2024

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

Dear Sirs/Madames:

**Re: Medicenna Therapeutics Corp. (the “Company”).**

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated January 9, 2024 (“the Notice”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to PricewaterhouseCoopers LLP.

Yours very truly,

*MNP LLP*

Chartered Professional Accountants  
Licensed Public Accountants  
Mississauga, Ontario



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