
**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.

(Translation of registrant's name into English)

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

(Address of principal executive office)

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

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 5, 2024

By: */s/ Fahar Merchant*

Name: Fahar Merchant, PhD

Title: Chief Executive Officer

Form 6-K Exhibit Index

Exhibit Number	Document Description
99.1	Notice of Change of Auditor
99.2	Letter from Predecessor Auditor

MEDICENNA THERAPEUTICS CORP.
(the “Corporation”)

NOTICE OF CHANGE OF AUDITOR

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

AND TO: PricewaterhouseCoopers LLP (“PwC”)

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. 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.
3. In the opinion of the board of directors of the Corporation (the “Board”), there have been no “reportable events” as such term is defined in NI 51-102, between the Corporation and PwC.
4. Following the resignation of PwC, the contents and filing of this notice have been recommended by the audit committee of the Corporation and approved by the Board.

Dated this 20th day of December, 2023.

MEDICENNA THERAPEUTICS CORP.

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



December 20, 2023

To: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

We have read the statements made by Medicenna Therapeutics Corp. in the attached copy of change of auditor notice dated December 20, 2023, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements in the change of auditor notice dated December 20, 2023.

Yours very truly,

PricewaterhouseCoopers LLP

Chartered Professional Accountants

PricewaterhouseCoopers LLP
PwC Centre, 354 Davis Road, Suite 600, Oakville, Ontario, Canada L6J 0C5
T: +1 905 815 6300, F: +1 905 815 6499, ca_oakville_main_fax@pwc.com, www.pwc.com/ca

“PwC” refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.
