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 August 2018

Commission File Number: 001-37773

Merus N.V.
(Exact Name of Registrant as Specified in Its Charter)

Yalelaan 62
3584 CM Utrecht, The Netherlands
+31 30 253 8800
(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 ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

On August 10, 2018, Merus N.V. (the "Company") issued a press release (the "Press Release") announcing the Company's financial results for the three- and six-month periods ended June 30, 2018.

On May 1, 2018, the Company entered into a lease (the "Lease") with Stichting Incubator Utrecht to lease an additional 1,195 square meters to expand its corporate headquarters in Utrecht, the Netherlands. The term of the Lease began on May 1, 2018 and expires on October 31, 2021. The agreed upon rental price is €0.5 million per year. The rental price increases annually on July 1st of the respective year based on the consumer price index beginning in 2019.

The unaudited financial statements of the Company for the three- and six-month periods ended June 30, 2018, are furnished herewith as Exhibit 1 to this Report on Form 6-K, the Press Release is furnished herewith as Exhibit 2 to this Report on Form 6-K, and the Lease is furnished herewith as Exhibit 3 to this Report on Form 6-K.

The second paragraph under "Information Contained in this Report on Form 6-K" in this Report on Form 6-K and Exhibit 1 and Exhibit 3 to this Report on Form 6-K are hereby incorporated by reference into the Company's Registration Statement on Form F-3 (File No. 333-218432).

EXHIBIT INDEX

Exhibit No.	Description
1	Unaudited financial statements for Merus N.V. for the three- and six-month periods ended June 30, 2018.
2	Press Release of Merus N.V., announcing the Company's unaudited consolidated financial results for the three- and six-month periods ended June 30, 2018, dated August 10, 2018.
3	English language translation of the Lease, dated May 1, 2018, by and between Merus N.V. and Stichting Incubator Utrecht.

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.

Merus N.V.

Date: August 10, 2018

By: /s/ Ton Logtenberg
Name: Ton Logtenberg
Title: Chief Executive Officer

Exhibit 1

Merus N.V.

Unaudited Condensed Consolidated Statement of Financial Position

(after appropriation of result for the period)

	Notes	June 30, 2018	December 31, 2017 Restated*
		(euros in thousands)	
Non-current assets			
Property, plant and equipment		**1,876**	1,168
Intangible assets		**381**	312
Non-current investments	5	**16,650**	7,060
Other assets		**167**	129
		19,074	8,669
Current assets			
Trade and other receivables	6	**5,477**	4,413
Current investments	5	**37,077**	34,043
Cash and cash equivalents	2	**170,327**	149,678
		212,881	188,134
Total assets		**231,955**	196,803
Shareholders' equity	9		
Issued and paid-in capital		**2,037**	1,749
Share premium account		**258,061**	213,618
Accumulated loss		**(167,226)**	(158,775)
Total equity		**92,872**	56,592
Non-current liabilities			
Deferred revenue	8	**105,718**	112,551
Current liabilities			
Trade payables		**5,433**	2,855
Taxes and social security liabilities		**100**	243
Deferred revenue	8	**16,972**	15,935
Other liabilities and accruals	7	**10,860**	8,627
		33,365	27,660
Total liabilities		**139,083**	140,211
Total equity and liabilities		**231,955**	196,803

* See Note 3 for details regarding the restatement as a result of a change in accounting policy.

The footnotes are an integral part of these condensed consolidated interim financial statements.

Unaudited Condensed Consolidated Statement of Profit or Loss and Comprehensive Loss

	Note	Three-month period ended June 30,		Six-month period ended June 30,	
		2018	2017 Restated**	2018	2017 Restated**
		(euros in thousands, except per share data)			
Revenue	10	6,543	6,237	16,464	10,121
Research and development costs	11	(12,523)	(8,420)	(22,821)	(15,427)
Management and administration costs	11	(2,639)	(3,492)	(5,491)	(7,694)
Other expenses	11	(3,297)	(2,277)	(5,983)	(4,120)
Total operating expenses		(18,459)	(14,189)	(34,295)	(27,241)
Operating result		(11,916)	(7,952)	(17,831)	(17,120)
Finance income		7,411	420	4,945	610
Finance cost		(1)	(11,962)	(1)	(22,696)
Net finance income / (expense)	13	7,410	(11,542)	4,944	(22,086)
Result before taxation		(4,506)	(19,494)	(12,887)	(39,206)
Income tax expense		(87)	(107)	(139)	(118)
Result after taxation		(4,593)	(19,601)	(13,026)	(39,324)
Other comprehensive income					
Exchange differences from the translation of foreign operations		36	13	21	18
Total other comprehensive income for the period		36	13	21	18
Total comprehensive loss for the period		(4,557)	(19,588)	(13,005)	(39,306)
Basic (and diluted) loss per share*		(0.20)	(1.01)	(0.60)	(2.07)
Weighted average shares outstanding					
Basic (and diluted)*		22,628,611	19,392,495	21,809,950	18,976,446

* For the periods included in these financial statements, share options were excluded from the diluted loss per share calculation as the Company was in a loss position in each period presented above. As a result, basic and diluted loss per share is equal.

** See Note 3 for details regarding the restatement as a result of a change in accounting policy.

The footnotes are an integral part of these condensed consolidated interim financial statements.

Unaudited Condensed Consolidated Statement of Changes in Equity

	Note	Common share capital	Common share premium	Accumulated loss	Total equity
Balance at January 1, 2017, as previously reported		1,448	139,878	(107,295)	34,031
Impact of adoption of accounting standard	3	—	—	390	**390**
Restated balance at January 1, 2017*		**1,448**	**139,878**	**(106,905)**	**34,421**
Restated result after taxation for the period		—	—	(39,324)	**(39,324)**
Other comprehensive income		—	—	18	**18**
Restated total comprehensive loss for the period		**—**	**—**	**(39,306)**	**(39,306)**
Transactions with owners of the Company:					
Issuance of shares (net)	9	298	73,663	—	73,961
Equity settled shared-based payments	9	—	—	7,880	7,880
Total contributions by owners		**298**	**73,663**	**7,880**	**81,841**
Restated balance at June 30, 2017*		**1,746**	**213,541**	**(138,331)**	**76,956**
Balance at December 31, 2017, as previously reported		1,749	213,618	(167,480)	**47,887**
Impact of adoption of accounting standard	3	—	—	8,705	**8,705**
Restated balance at January 1, 2018*		**1,749**	**213,618**	**(158,775)**	**56,592**
Result after taxation for the period		—	—	(13,026)	**(13,026)**
Other comprehensive loss		—	—	21	21
Total comprehensive loss for the period		**—**	**—**	**(13,005)**	**(13,005)**
Transactions with owners of the Company:					
Issuance of shares (net)	9	288	44,443	—	**44,731**
Equity settled shared-based payments	9	—	—	4,554	**4,554**
Total contributions by owners		**288**	**44,443**	**4,554**	**49,285**
Balance at June 30, 2018		**2,037**	**258,061**	**(167,226)**	**92,872**

* See Note 3 for details regarding the restatement as a result of a change in accounting policy.

The footnotes are an integral part of these condensed consolidated interim financial statements.

Unaudited Condensed Consolidated Statement of Cash Flows

	Note	Six-month period ended June 30, 2018	2017 Restated*
		(euros in thousands)	
Cash flows from operating activities			
Result after taxation		**(13,026)**	(39,324)
Adjustments for:			
Changes in fair value derivative	13	**—**	10,667
Unrealized foreign exchange results	13	**(3,648)**	12,357
Depreciation and amortization		**218**	147
Share-based payment expenses	12	**4,554**	7,880
Net finance (income) expenses		**(531)**	(593)
		(12,433)	(8,866)
Changes in working capital:			
Taxes and social security assets		**—**	(2,024)
Trade and other receivables	6	**(959)**	(1,946)
Other assets		**(38)**	—
Trade payables		**2,307**	1,673
Other liabilities and accruals	7	**2,233**	1,784
Deferred revenue	8	**(5,796)**	(6,899)
Taxes and social security liabilities		**(143)**	719
Cash used in operations		**(14,829)**	(15,559)
Interest paid	13	**(1)**	(5)
Taxes paid		**(302)**	(12)
Net cash used in operating activities		**(15,132)**	(15,576)
Cash flow from investing activities			
Purchases of investments	5	**(29,560)**	—
Proceeds from investment maturities	5	**18,931**	—
Purchase of intellectual property		**(100)**	—
Acquisition of property, plant and equipment		**(624)**	(525)
Interest received	6,13	**602**	496
Net cash used in investing activities		**(10,751)**	(29)
Cash flow from financing activities			
Proceeds from issuing shares, net of issuance costs	9	**44,731**	74,431
Proceeds from stock option exercises	9	**—**	227
Proceeds from collaboration and license agreement	9	**—**	111,993
Repayment of borrowings		**—**	(486)
Increase in restricted cash		**—**	167
Net cash from financing activities		**44,731**	186,332
Net increase in cash and cash equivalents		**18,848**	170,727
Effects of exchange rate changes on cash and cash equivalents		**1,801**	(11,856)
Cash and cash equivalents as at beginning of period		**149,678**	56,917
Cash and cash equivalents as at end of period		**170,327**	215,788
Changes in accrued capital expenditures		**271**	**—**

* See Note 3 for details regarding the restatement as a result of a change in accounting policy.

The footnotes are an integral part of these condensed consolidated interim financial statements.

1. General information

Merus N.V. is a clinical-stage immuno-oncology company developing innovative bispecific antibody therapeutics, headquartered in Utrecht, the Netherlands. Merus US, Inc. is a wholly-owned subsidiary of Merus N.V. located in Boston, Massachusetts, United States. These condensed consolidated interim financial statements as at and for the three- and six-month periods ended June 30, 2018, comprise Merus N.V. and Merus US, Inc. (collectively, the "Company").

On February 13, 2018, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with the purchasers named therein (the "Investors"). Pursuant to the Purchase Agreement, the Company agreed to sell an aggregate of 3,099,997 of its common shares, nominal value €0.09 per share (the "Common Shares"), to the Investors for aggregate gross proceeds of approximately $55.8 million, at a purchase price equal to $18.00 per share (the "Private Placement"). The Purchase Agreement contained customary representations and warranties from the Company and the Investors and customary closing conditions. On February 15, 2018, the Company completed the sale under the Private Placement and received aggregate gross proceeds of approximately $55.8 million.

Nature of Business

The Company expects to continue to incur significant expenses and operating losses for the foreseeable future as its bispecific antibody candidates advance through discovery, preclinical development and clinical trials, and as it seeks regulatory approval and pursues commercialization of any approved bispecific antibody candidate.

As a result, the Company may need additional financing to support its continuing operations. Until the Company can generate significant revenue from product sales, if ever, the Company expects to finance its operations through public equity, debt financings, or other sources, which may include collaborations with third parties. Adequate additional financing may not be available to the Company on acceptable terms, or at all. The Company's inability to raise capital as and when needed would have a negative impact on its financial condition and ability to pursue its business strategy. The Company will need to generate significant revenues to achieve profitability and may never do so.

Based on the Company's current operating plan, it expects its existing cash balances and investments to last through the end of 2020. For this assessment, the Company has taken into consideration its existing cash and cash equivalents of €170.3 million, which include the $55.8 million, or €44.8 million, in proceeds received from the Private Placement offering that closed in February 2018, and investments of €53.7 million as of June 30, 2018.

2. Significant accounting policies

There have been no significant changes to the Company's accounting policies that were previously disclosed in its Annual Report on Form 20-F for its fiscal year ended December 31, 2017, or in the methodology used in formulating these significant judgments and estimates that affect the application of these policies, except for the adoption of new accounting standards as disclosed more fully in Note 3.

Basis of Presentation

These unaudited interim condensed consolidated financial statements (the "interim financial statements") have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Certain information and disclosures normally included in financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been condensed or omitted. Accordingly, these interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2017. In the opinion of management, all adjustments (consisting of a normal recurring nature) considered necessary for a fair presentation have been included in the interim financial statements. All intercompany transactions and balances are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to these interim financial statements are disclosed in Note 4. The results of operations for the three- and six-month periods ended June 30, 2018, are not necessarily indicative of operations to be expected for the full fiscal year ending December 31, 2018.

Foreign Currency Transactions

Items recorded in each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The interim financial statements are presented in euros, which is Merus N.V.'s functional currency. The functional currency of Merus US, Inc. is the U.S. dollar. All amounts are rounded to the nearest thousand euros, except where otherwise indicated. Foreign currency gains and losses are reported on a net basis as either finance income or finance expense depending on whether foreign currency movements are in a net gain or net loss position.

Seasonality

The Company's financial results have varied substantially, and are expected to continue to vary, from period to period. The Company believes that its ordinary activities are not linked to any particular seasonal factors.

Segment Reporting

The Company operates in one reportable segment, which comprises the discovery and development of innovative bispecific therapeutics.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows as well as the statement of financial position, cash and cash equivalents include deposits held with financial institutions with original maturities of less than three months. Cash and cash equivalents include €34.3 million of short-term investments with a three-month or less maturity, callable on demand. The carrying values of short-term investments approximate fair value due to their short-term maturities.

Revenue Recognition

The Company enters into collaboration agreements which are within the scope of IFRS 15—Revenue from Contracts with Customers ("IFRS 15"), under which the Company licenses rights to certain of the Company's product candidates and performs research and development services. The terms of these arrangements typically include payment of one or more of the following: non-refundable, upfront fees; reimbursement of research and development costs; development, regulatory, and commercial milestone payments; and royalties on net sales of licensed products.

IFRS 15 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. Under IFRS 15, the Company recognizes revenue when its customer obtains control of the goods or services, in an amount that reflects the consideration that the Company determines it expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of IFRS 15, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies the performance obligation. The Company applies the five-step model to contracts only when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. As part of the accounting for these arrangements, the Company must make significant judgments, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation.

The Company currently generates a portion of its revenue through collaboration and license agreements with strategic collaborators for the development and commercialization of product candidates. The collaboration and license agreements are within the scope of IFRS 15.

Up-front License Payments

If the license to the Company's intellectual property is determined to be distinct from the other performance obligations identified in the agreement, the Company recognizes revenues from non-refundable, up-front fees allocated to the license when the license is transferred to the customer and the customer is able to use and benefit from the license. If not distinct, the license is combined with other performance obligations in the contract. For licenses that are combined with other performance obligations, the Company assesses the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purpose of recognizing revenue. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Pursuant to the Company's research and license agreements with its collaborators, the Company has received upfront license payments relating to the integrated packages of deliverables under the contracts. Each contract contains either one single performance obligation or multiple performance obligations that the up-front consideration was allocated to. These upfront license payments are

initially recorded in deferred revenue on the consolidated statements of financial position and are recognized as revenue on either: (i) a straight-line basis over the period of the related performance obligation or the contractual term of the arrangement; or (ii) based on another appropriate depiction of the Company's performance over the period of the related performance obligation or the contractual term, such as costs incurred relating to full-time equivalent research employees. The applicable period over which to recognize the upfront payment is a significant judgment, which is re-assessed at each reporting date.

Collaboration Income

Collaboration income, which is typically related to reimbursements from collaborators for the Company's performance of research and development services under the respective agreements, is recognized on the basis of labor hours valued at a contractually agreed rate. Collaboration income includes reimbursements for related out-of-pocket expenses. Cost reimbursements to which the Company is entitled under agreements are recognized as revenue in the same period as the cost for which they are intended to compensate. The Company acts as the principal and therefore records these reimbursements as collaboration income.

In determining the appropriate amount of revenue to be recognized as the Company fulfills its obligations under the agreements, the Company performs the five steps listed above. As part of the accounting for the arrangement, the Company must develop assumptions that require judgment to determine the stand-alone selling price for each performance obligation identified in the contract. The Company uses key assumptions to determine the stand-alone selling price, which may include market conditions, reimbursement rates for personnel costs, development timelines and probabilities of regulatory success.

The Company capitalizes the incremental costs of obtaining a contract with a customer if it expects to recover those costs. Such incremental costs would not have been incurred if the contract with a customer had not been obtained. To date, the Company has not capitalized any incremental costs for obtaining a contract.

The Company's contracts often include development and regulatory milestone payments which are assessed under the most likely amount method and constrained if it is probable that a significant revenue reversal would occur. Milestone payments that are not within the Company's control or the licensee's control, such as regulatory approvals, are not considered probable of being achieved until those approvals are received. At each reporting date, the Company re-evaluates the probability of achievement of development milestones and any related constraint, and if necessary, adjusts the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis, which would affect collaboration revenues in the period of adjustment.

For agreements that include sales-based royalties, including milestone payments based on the level of sales, and the license is deemed to be the predominant item to which the royalties relate, the Company recognizes revenue at the later of (i) when the related sales occur, or (ii) when the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied). To date, the Company has not recognized any consideration related to sales-based royalty revenue resulting from any of the Company's collaboration agreements.

Government Grants

The Company receives certain government and regional grants, which support its research efforts in defined projects, and include contributions towards the cost of research and development. When there is reasonable assurance that the Company will comply with the conditions attached to a received grant, and when there is reasonable assurance that the grant will be received, government grants are recognized as revenue on a gross basis in the consolidated statement of profit or loss and comprehensive loss on a systematic basis over the periods in which the Company recognizes expenses for the related costs for which the grants are intended to compensate. In the case of grants related to assets, the received grant will be deducted from the carrying amount of the asset.

Reclassifications

Certain amounts were reclassified in the prior period condensed consolidated interim financial statements to conform to the current period presentation.

3. Recently Issued International Financial Reporting Standards

Except as otherwise indicated, the accounting policies adopted in the preparation of these interim financial statements are consistent with those applied in the preparation of the Company's annual financial statements for the year ended December 31, 2017.

Standards implemented since December 31, 2017

Revenue from Contracts with Customers—IFRS 15

In May 2014, the IASB issued IFRS 15, which supersedes existing revenue recognition guidance. Prior to the adoption of IFRS 15, revenue was recognized to the extent that it was probable that the economic benefits would flow to the Company and the revenue could be reliably measured. The new standard requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. To achieve that core principle, an entity must identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the entity satisfies the performance obligation. IFRS 15 is effective for annual and interim reporting periods beginning on or after January 1, 2018 and should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying this update recognized at the date of initial application.

The adoption of IFRS 15 impacts the amortization of the Company's up-front license payments. The Company previously recognized revenue from up-front license payments on a straight-line basis over the contractual term or the period of continuing involvement which was previously estimated to be 21 years for the collaboration and license agreement the Company entered into with Incyte Corporation ("Incyte") on December 20, 2016 (the "Incyte collaboration and license agreement"), and 4.5 years for the research and license agreement the Company entered into with ONO Pharmaceutical Co., Ltd. ("ONO") on April 8, 2014 (the "ONO research and license agreement"). In applying IFRS 15, the Company has evaluated the distinct performance obligations in each agreement. Specifically, for Incyte, the total period for which the Company expects to provide access to its proprietary technology is currently estimated to be nine years, which is the research term initially agreed to in the Incyte collaboration and license agreement.

The Company adopted the new standard effective January 1, 2018, using the retrospective method, with the effect of initially applying this standard recognized at the beginning of the earliest period presented. The Company had two open contracts on the adoption date and has assessed these contracts under the new revenue standard. In addition, the Company elected to apply the practical expedient to not apply this guidance to contracts that were completed before the beginning of the earliest period presented, or January 1, 2016, and the practical expedients for contract modifications (assessing the contracts in combination with any modifications before January 1, 2017). Under the practical expedient, the Company excluded certain option and exclusivity agreements that expired in 2015 and 2014, respectively. As a result of the adoption of IFRS 15, prior year financial statements have been restated. The Company has accounted for the impact of adopting IFRS 15 as a cumulative catch-up as a decrease of approximately €8.7 million to deferred revenue with an offset to accumulated deficit, effective January 1, 2018.

The following financial statement line items have been shown to reflect the adjustments recognized for each individual line item in the Company's respective consolidated statements for the period noted:

Condensed Consolidated Statement of Profit or Loss and Comprehensive Loss

	Three months ended June 30, 2017 (As originally presented)	IFRS 15 Adoption	Three months ended June 30, 2017 Restated
	(euros in thousands)		
Revenue	4,027	2,210	6,237
Operating result	(10,162)	2,210	(7,952)
Total comprehensive loss for the period	(21,798)	2,210	(19,588)
Basic (and diluted) loss per share	(1.12)	0.11	(1.01)

	Six months ended June 30, 2017 (As originally presented)	IFRS 15 Adoption	Six months ended June 30, 2017 Restated
	(euros in thousands)		
Revenue	6,313	3,808	10,121
Operating result	(20,928)	3,808	(17,120)
Total comprehensive loss for the period	(43,114)	3,808	(39,306)
Basic (and diluted) loss per share	(2.27)	0.20	(2.07)

Condensed Consolidated Statement of Financial Position

	December 31, 2017 As originally presented	IFRS 15 Adoption	December 31, 2017 Restated
	(euros in thousands)		
Accumulated loss	(167,480)	8,705	(158,775)
Deferred revenue, non-current	130,195	(17,644)	112,551
Deferred revenue	6,996	8,939	15,935

Condensed Consolidated Statement of Cash Flows

	June 30, 2017 As originally presented	IFRS 15 Adoption	June 30, 2017 Restated
	(euros in thousands)		
Result after taxation	(43,132)	3,808	(39,324)
Changes in working capital:			
Deferred revenue	(3,091)	(3,808)	(6,899)

Financial Instruments—IFRS 9

IFRS 9- Financial Instruments ("IFRS 9") replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. IFRS 9 also significantly amends other standards dealing with financial instruments such as IFRS 7 *Financial Instruments: Disclosures*. The Company assessed the classification and measurement of the financial instruments it held at the date of initial application of IFRS 9, or January 1, 2018, and has classified its financial instruments into the appropriate IFRS 9 categories. There were no changes to the carrying value of the Company's financial instruments resulting from this reclassification and accordingly there was no impact to the Company's opening accumulated deficit at January 1, 2018, as a result of the adoption of IFRS 9.

Standard issued but not yet effective

The IASB has issued a new standard on leases that will require lessees to recognize most leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. The IASB has set an effective date to apply the new standard for periods beginning on or after January 1, 2019. The Company is assessing all effective agreements to determine whether there are embedded leases included under the definition in IFRS 16. Early adoption is permitted; however, the Company expects to adopt this standard in the first quarter of 2019. The Company is evaluating the impact that this guidance will have on the Company's financial statements, including related disclosures, and expects the new standard to impact its internal controls, systems, and processes.

4. Use of Estimates, Judgments and Assumptions

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

The following are the critical judgments and assumptions that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the interim financial statements.

Equity settled share-based payments

Share options granted to employees, consultants and directors are measured at the grant date fair value of the equity instruments granted. The grant date fair value is determined through the use of an option-pricing model considering the following variables:

(a) the exercise price of the option;

(b) the expected life of the option;

(c) the current value of the underlying shares;

(d) the expected volatility of the share price;

(e) the dividends expected on the shares; and

(f) the risk-free interest rate for the life of the option.

The estimated fair value of each share option granted was determined utilizing the Hull & White option pricing model, which considers the terms and conditions attached to the grants made and is reflective of expected exercise behavior. Because the Company's shares have been publicly traded for a relatively short amount of time, the expected volatility was set by also giving weight to the historic share price volatility of a set of peer companies. The continuous yield on U.S. Treasury Bills with a term to maturity comparable to the expected life of the options, as published by the U.S. Department of Treasury, was applied.

The result of the share option valuations and the related compensation expense that is recognized for the respective vesting periods during which services are received are dependent on the model and input parameters used. Even though management considers the fair values reasonable and defensible based on the methodologies applied and the information available, others might derive a different fair value for the Company's share options. These assumptions and estimates are further discussed in Note 9 to the financial statements.

Capitalization of development costs

The criteria for capitalization of development costs have been considered by management and determined not to have been met in the second quarter of 2018. Therefore, all development expenditures relating to internally generated intangible assets in 2018 were expensed as incurred.

Income taxes

As of June 30, 2018, deferred tax assets have not been recognized in respect of tax losses as the Company has no history of generating taxable profits. Therefore, at the balance sheet date, there is no convincing evidence that sufficient taxable profit will be available against which the tax losses can be utilized.

Merus US, Inc., which is incorporated in the United States in the State of Delaware, is subject to statutory U.S. Federal corporate income taxes and state income taxes for Massachusetts. Current year income tax expense was attributable entirely to Merus US, Inc. which provides general management services and strategic advisory services to the Company. Corporate income tax expenses were €0.1 million for the three- and six-month periods ended June 30, 2018, as compared to €0.1 million for the three- and six-month periods ended June 30, 2017.

Deferred revenue

Pursuant to the Company's research, collaboration and license agreements with ONO, Incyte, and Jiangsu Simcere Pharmaceutical Co. Ltd. ("Simcere"), the Company has received upfront non-refundable payments for certain rights granted under the respective agreements. The applicable period over which to recognize these upfront payments requires significant judgment and was impacted by the adoption of IFRS 15 (See Note 3 and Note 8).

Revenue related to ONO upfront payments is deferred and amortized based on a measure of progress in delivering research services under the contract. Revenue related to Incyte and Simcere upfront payments is deferred and amortized on a straight-line basis over the estimated research term (See Note 3 and Note 8).

Research and development expenses

Research and development expenses represent costs that primarily include: (i) payroll and related costs (including share-based payment expenses) associated with research and development personnel; (ii) costs related to clinical trials and preclinical testing of the Company's technologies under development; (iii) costs to develop product candidates, including raw materials and supplies, product testing, depreciation, and facility related expenses; (iv) expenses for research services provided by universities and contract laboratories; and (v) other research and development expenses. Research and development expenses are recognized in the consolidated statement of profit or loss and comprehensive loss as incurred when these expenditures relate to the Company's research and development services and have no alternative future uses.

The Company has entered into various research and development contracts with research institutions and other companies. These agreements are generally cancelable. The Company records accruals for estimated ongoing research costs. When evaluating the adequacy of the accrued liabilities, the Company analyzes progress of the studies, including the phase or completion of events, invoices received and contracted costs. Significant judgments and estimates may be made in determining the accrued balances at the end of any reporting period. Actual results could differ from the Company's estimates. The Company's historical accrual estimates have not been materially different from the actual costs.

5. Investments

On January 1, 2018, the Company adopted IFRS 9 and classifies and accounts for its investments at amortized cost. The Company's investments as of December 31, 2017, were classified and accounted for as held-to-maturity under IAS 39. The initial adoption of IFRS 9 had no impact on previously reported amounts (See Note 3). IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' ("ECL") model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at fair value through other comprehensive loss, but not to investments in equity instruments. Under IFRS 9, credit losses are recognized earlier than under IAS 39. Under IFRS 9, loss allowances are measured on either 12-month ECLs which result from possible default events within the 12 months after the reporting date or lifetime ECLs which result from all possible default events over the expected life of a financial instrument.

The Company's financial assets recorded at amortized cost consist of cash and cash equivalents, investments and trade and other receivables. These financial assets are considered to have a low credit risk and, as such, there was no impact to the Company's opening accumulated deficit as a result of the change in impairment methodology.

The Company's investments include investments in commercial paper, securities issued by several public corporations and the United States Treasury. Current investments include investments with a maturity date of greater than three months at the date of settlement. Investments with a maturity of 12 months or more from the original investment date are classified as non-current.

Investments as of June 30, 2018, and December 31, 2017, consist of the following:

	Balance as per	
	June 30, 2018	December 31, 2017
	(euros in thousands)	
Commercial paper	17,715	15,527
U.S. Treasury securities	2,574	9,177
Corporate fixed income bonds	15,289	7,886
Agency bond	1,499	1,453
Investments, current portion	37,077	34,043
Corporate fixed income bonds	16,650	7,060
Non-current investments	16,650	7,060
Total investments	53,727	41,103

During the six-month period ended June 30, 2018, the Company purchased investments totaling €29.6 million, which are held and denominated in U.S. dollars, and received proceeds of €18.9 million relating to investment maturities. As a result of the fluctuation in foreign currency between the euro and U.S. dollar, the Company recorded foreign currency exchange gains of approximately €3.1 million and €1.9 million as a component of finance income / (expense) for the three- and six-month periods ended June 30, 2018, respectively.

6. Trade and Other Receivables

Trade and other receivables are short-term and due within 1 year.

	Balance as per	
	June 30, 2018	December 31, 2017
	(euros in thousands)	
Trade receivables	2,069	1,594
Unbilled receivables	446	710
VAT receivable	622	582
Prepaid expenses	1,640	427
Prepaid pension costs	359	838
Interest bank	275	170
Other receivables	66	92
	5,477	4,413

Trade and unbilled receivables relate primarily to invoicing for cost reimbursements relating to the Incyte collaboration and license agreement and the ONO research and license agreement. VAT receivable relates to value added tax receivable from the Dutch tax authorities based on the tax application for the second quarter of 2018.

Prepaid expenses reflected above in the form of prepaid expenses and prepaid pension costs consist of expenses that were paid during the reporting period but are related to activities taking place in subsequent periods. The increase in prepaid expenses at June 30, 2018 relate primarily to advanced payments made to contract research and contract manufacturing organizations in support of the Company's upcoming clinical trial activities.

7. Other Liabilities and Accruals

All amounts are short-term and payable within 1 year.

	Balance per	
	June 30, 2018	December 31, 2017
	(euros in thousands)	
Accrued auditor's fee	90	96
Personnel	315	446
R&D costs	8,777	5,272
IP – Legal fee	128	509
Bonuses	940	1,545
Subsidy advance received	145	224
Other accruals	465	535
	10,860	8,627

The research and development costs relate to accrued expenses for costs of certain development activities, such as clinical trials, and are recorded based on an evaluation of the progress to completion of specific tasks using data such as patient enrollment, clinical site activations, and information provided the Company by vendors on their actual costs incurred. The increase in research and development costs accrued expenses reflect the timing of enrollment in and support of the Company's clinical trials, manufacturing of drug candidates used for clinical purposes, pre-clinical research efforts to support the Company's internal research programs and the Incyte collaboration and license agreements and other collaboration agreements.

The bonuses relate to the employee bonuses for the financial year 2018, which will be paid out in February 2019. The decrease in bonuses accrual compared to December 31, 2017, related to the annual payment of the 2017 bonuses in the first quarter of 2018.

The subsidy advances received relate to active grants where the Company has received cash in excess of allowances which is required to be repaid or recognized as grant income when the relevant reimbursable costs are incurred as services are performed.

8. Deferred Revenue

Deferred revenue as of June 30, 2018, and December 31, 2017, consist of the following:

	Balance per	
	June 30, 2018	December 31, 2017 Restated*
	(euros in thousands)	
Deferred revenue – current portion	16,972	15,935
Deferred revenue	105,718	112,551
	122,690	128,486

* *See Note 3 for details regarding the restatement as a result of a change in accounting policy.*

Of the total deferred revenue balance at June 30, 2018, €120.6 million related to the Incyte collaboration and license agreement and a share subscription agreement entered into by the Company with Incyte on December 20, 2016 (together, the "Incyte Agreements"), €2.0 million related to the collaboration and license agreement entered into by the Company with Simcere on January 8, 2018 (the "Simcere collaboration and license agreement"), and €0.1 million related to the ONO research and license agreement. The total deferred revenue balance at December 31, 2017, related solely to the Incyte Agreements.

Under the Incyte collaboration and license agreement, Incyte agreed to pay the Company a $120 million non-refundable upfront payment, and under the share subscription agreement, Incyte agreed to purchase 3.2 million Common Shares at a price per share of $25.00, for an aggregate purchase price of $80 million. In January 2017, the Company completed the sale of its Common Shares under the share subscription agreement and received the $80 million aggregate purchase price. In February 2017, the Company received the $120 million non-refundable upfront payment.

As the contract for the share subscription agreement was denominated in U.S. dollars, the Company determined that the forward contract to sell its own shares at a future date to which the Company became committed on December 20, 2016, represented a derivative financial instrument. The fair values of the derivative, or €31.4 million, and the non-refundable upfront payment, or €112.0 million, were recorded as deferred revenue. The Company identified a single performance obligation, providing access to its proprietary technology, relating to the Incyte Agreements and allocated all of the consideration received to this obligation. Both the upfront license payment and the derivative financial asset are being amortized as revenue over time by measuring the progress toward the complete satisfaction of a performance obligation or specifically, the total period for which the Company expects to provide access to its proprietary technology under the Incyte Agreements, which is currently estimated to be nine years in total, of which approximately 7.5 years remain.

Under the Simcere collaboration and license agreement, the Company agreed to grant Simcere an exclusive license to develop and commercialize in China three bispecific antibodies utilizing the Company's Biclonics® technology platform in the area of immuno-oncology. The Company will retain all rights outside of China. As part of the agreement, the Company has agreed to lead research and discovery activities while Simcere has agreed to be responsible for the Investigational New Drug enabling studies, clinical development, regulatory filings and commercialization of these product candidates in China. The Company received an upfront, non-refundable payment of $2.75 million, or €2.3 million, relating to three separate research programs. Each research program was determined to be a separate performance obligation and consideration was allocated to each separate obligation.

The Company will amortize the upfront payment to revenue over time based on the estimated duration of each research program. As of June 30, 2018, the first research program had commenced. For the three- and six-month periods ended June 30, 2018, the Company recognized revenue of €0.3 million relating to this program for both amortization of upfront payments and the achievements of milestones. The remaining two research programs had not commenced as of June 30, 2018. Accordingly, no revenue has been recognized related to the remaining two research programs.

On March 14, 2018, the Company entered into a second contract research and license agreement with ONO (the "second ONO research and license agreement"). Pursuant to an exclusive option granted to ONO in the ONO research and license agreement, ONO exercised its option to enter into the second ONO research and license agreement. The Company granted ONO an exclusive, worldwide, royalty-bearing license, with the right to sublicense, research, test, make, use and market bispecific antibody candidates based on the Company's Biclonics® technology platform against two undisclosed targets directed to a particular undisclosed target combination.

Under the terms of the agreement, ONO identifies and selects the licensed bispecific antibodies for which it is responsible for conducting further non-clinical and clinical development activities for such licensed bispecific antibodies and pharmaceutical products containing such antibodies, including manufacture and process development. Additionally, ONO controls and has exclusive rights over the worldwide commercialization of any approved products, including worldwide supply, and is solely responsible for all costs and expenses related to commercialization. ONO has also agreed to fund the Company's research and development activities and be responsible for the payment of all costs and expenses for its own research and development activities, which are set out in a mutually agreed upon research plan. The Company retains all rights to use and commercialize any antibodies that are generated under the collaborative research program, excluding the up to five lead and/or selected antibodies against the targets ONO is pursuing, provided that the use and commercialization is not with respect to the particular target combination.

ONO agreed to pay the Company an upfront non-refundable payment of €0.7 million, €0.3 million intended to compensate the Company for research services already completed upon entering into the agreement, and €0.2 million to be paid to the Company over time for full time equivalent funding. The Company identified a single performance obligation of providing research services to ONO and recognized as revenue approximately €0.1 million and €1.1 million during the three and six months ended June 30, 2018, respectively.

9. Shareholders' Equity

Private Placement of Common Shares

On February 13, 2018, the Company entered into the Purchase Agreement. Pursuant to the Purchase Agreement, the Company agreed to sell an aggregate of 3,099,997 of its Common Shares to the Investors for aggregate gross proceeds of approximately $55.8 million, at a purchase price equal to $18.00 per share. The Purchase Agreement contains customary representations and warranties from the Company and the Investors and customary closing conditions. On February 15, 2018, the Company completed the sale under the Private Placement and received gross proceeds of approximately $55.8 million, or €44.8 million.

Share Subscription Agreement with Incyte

Concurrent with the Incyte collaboration and license agreement discussed above under Note 8, the Company entered into a share subscription agreement with Incyte on December 20, 2016. On January 23, 2017, under the terms of the share subscription agreement, the Company issued 3,200,000 of its Common Shares to Incyte at the agreed price per share of $25.00, for an aggregate purchase price of $80.0 million or €74.7 million. During the six months ended June 30, 2017, the Company received proceeds, net of issuance costs, of €74.4 million. A €1.1 million discount on the subscription share price, combined with a €0.4 million foreign currency translation accompanying the issuance of these shares, increased share capital by €0.3 million and share premium by €73.4 million.

Issued and paid-in share capital

All issued shares have been fully paid in cash.

Common shares

For the six-month period ended June 30, 2018, 34,041 options were exercised at a weighted average exercise price of €1.93 per share. As a result, 34,041 Common Shares were issued, share capital increased by €3,064 and share premium increased by €62,635.

For the six-month period ended June 30, 2017, 110,869 options were exercised with a weighted average exercise price of €2.05 per share. As a result, 110,869 Common Shares were issued, share capital increased by €9,978 and share premium increased by €216,830.

At June 30, 2018, a total of 22,632,800 Common Shares were issued and paid up. At June 30, 2017, a total of 19,396,720 Common Shares were issued and paid up.

Share Premium Reserve

The share premium reserve relates to amounts contributed by shareholders at the issue of shares in excess of the nominal value of the shares issued.

All share premium can be considered as free share premium as referred to in the Netherlands Income Tax Act.

Share-based Payment Arrangements

Share-based payment expenses included in personnel expenses were €4.6 million and €7.9 million in the six-month periods ended June 30, 2018, and June 30, 2017, respectively. For details on the related share-based payment expenses recognized as employee benefit expenses, see Note 12.

In June 2016, the Company established the 2016 Incentive Award Plan (the "2016 Plan"). Options granted under the 2016 Plan are exercisable once vested. The options granted under the 2016 Plan vest in installments over a four-year period from the grant date. Twenty-five percent of the options vest on the first anniversary of the vesting commencement date, and the remaining 75% of the options vest in 36 monthly installments for each full month of continuous service provided by the option holder thereafter, such that 100% of the options shall become vested on the fourth anniversary of the vesting commencement date. Options will lapse on the tenth anniversary of the date of grant.

The Restricted Stock Units ("RSUs") granted under the 2016 Plan also vest in installments over a four-year period from the grant date. Each RSU represents the right to receive one Common Share.

As stated in the 2016 Plan, the Company has established the Non-Executive Director Compensation Program whereas Non-Executive Directors are entitled to cash compensation as well as equity compensation. The equity compensation consists of an initial option grant as well as annual awards. The initial awards granted under the Non-Executive Director Compensation Program vest in installments over a three-year period. Thirty-three percent of the options vest on the first anniversary of the vesting commencement date, and the remaining 67% of the options in 24 substantially equal monthly installments thereafter, such that the award shall be fully vested on the third anniversary of the vesting commencement date. Each subsequent award shall vest and become exercisable in 12 substantially equal monthly installments following the vesting commencement date, such that the subsequent award shall be fully vested on the first anniversary of the date of grant.

Share-based payment expenses are recognized for each subsequent award that a Non-Executive Director is entitled to over their remaining term. Since subsequent awards are not subject to shareholder approval, the grant date is established and expenses are based on grant date fair value. The grant date fair value is not updated in each future reporting period and therefore the estimated fair value is not revised and expense recognized is based on the actual grant date fair value of the awards granted.

During the six months ended June 30, 2018, the Company granted options to purchase 469,068 Common Shares with a grant date fair value of €4.4 million to employees under the 2016 Plan.

Pursuant to the "evergreen" provisions of the 2016 Plan, the number of Common Shares authorized for issuance under the plan automatically increased by 777,194 Common Shares to 1,090,368 Common Shares effective January 1, 2018.

Measurement of fair values of the equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using a binomial option pricing model, including members of the Board of Directors. Service and non-market performance conditions attached to the transactions were not taken into account in measuring fair value. Key management personnel include the Company's executive management and the Board of Directors.

The inputs used in the measurement of the fair values and the related fair values at the grant dates were as follows for the options granted during the six-month period ended June 30, 2018:

	Key Management Personnel (€)	All Other Personnel (€)
Fair value at grant date	9.34-9.45	9.30-10.37
Share price at grant date	14.57-14.87	14.57-18.24
Exercise price	14.57-14.87	14.57-18.24
Expected volatility (weighted-average)	**95.1%**	**94.6%**
Contractual life	**10 years**	**10 years**
Expected dividends	**0%**	**0%**
Risk-free interest rate (based on government bonds)	**2.79%-2.94%**	**2.84%-2.94%**

Reconciliation of outstanding share options

The number of share options and the weighted average exercise prices of share options granted were as follows for the six-month period ended June 30, 2018:

	Weighted average exercise price (€)	Number of options
Outstanding at January 1, 2018	**13.99**	**2,213,985**
Forfeited during the six-month period	**19.67**	**(12,044)**
Expired during the six-month period	**14.02**	**(5,146)**
Exercised during the six-month period	**1.93**	**(34,041)**
Granted during the six-month period	**14.68**	**469,068**
Outstanding at June 30, 2018	**14.24**	**2,631,822**
Exercisable at June 30, 2018	**12.18**	**1,105,059**

The options outstanding at June 30, 2018, had an exercise price in the range of €1.93 to €27.47 and a weighted-average remaining contractual life of 8.2 years. The weighted-average share price at the date of exercise for share options exercised during the six months ended June 30, 2018 was €17.12.

There were 2,631,822 outstanding share options at June 30, 2018, with a weighted average exercise price of €14.24.

The number of options outstanding as of June 30, 2018, was as follows:

Group of employees entitled	June 30, 2018
Key management personnel	2,153,810
All other employees	478,012
Total	2,631,822

During the six months ended June 30, 2018, the Company did not grant any new RSUs. The number of RSUs outstanding is summarized as follows:

	Weighted average grant price (€)	Number of RSU's
Outstanding at January 1, 2018	**20.03**	**194,546**
Forfeited during the six-month period	—	—
Vested during the six-month period	**20.03**	**(76,245)**
Granted during the six-month period	—	—
Outstanding at June 30, 2018	**20.03**	**118,301**

10. Revenue

Revenue is recognized at the amount to which the Company expects to be entitled for the transfer of promised goods or services to customers.

Disaggregation of Revenue

The Company's revenues are generated entirely in the Netherlands. In the following table, revenue is disaggregated by primary source of revenue as follows:

	Three months ended		Six months ended	
	June 30, 2018	June 30, 2017 Restated*	**June 30, 2018**	June 30 2017 Restated*
	(euros in thousands)		**(euros in thousands)**	
Upfront payment amortization	**4,250**	3,973	**9,087**	6,898
Collaboration income	**2,179**	1,471	**7,195**	2,391
Revenue from contracts with customers	**6,429**	5,444	**16,282**	9,289
Income from grants on research projects	**114**	793	**182**	832
	6,543	6,237	**16,464**	10,121

* *See Note 3 for details regarding the restatement as a result of a change in accounting policy.*

For the three- and six-month periods ended June 30, 2018, the Company recognized amortization of €4.0 million and €7.9 million on upfront payments related to the Incyte collaboration and license agreement, respectively, amortization of €0.2 million and €1.1 million on upfront payments related to the ONO research and license agreement, respectively, and €0.1 million and €0.1 million on upfront payments related to the Simcere collaboration and license agreement, respectively. For the three- and six-month periods ended June 30, 2017, the Company recognized €4.0 million and €6.9 million of amortization of the upfront payment related to the Incyte collaboration and license agreement, respectively.

Collaboration income for the three and six months ended June 30, 2018, was €2.2 million and €7.2 million, respectively, and consisted of cost reimbursements and research milestones achieved in support of the Company's research and license agreements with Incyte, ONO and Simcere. During the three and six months ended June 30, 2018, the Company recognized €2.0 million and €4.3 million of cost reimbursements in support of the Company's research and license agreements with Incyte, respectively, and €0.1 million and €0.2 million of cost reimbursements in support of the Company's research and license agreements with ONO, respectively.

The Company recognized an aggregate of €2.5 million in research milestones under its ONO agreements for the six months ended June 30, 2018 and €0.1 million in research milestones under its Simcere agreements for the three and six months ended June 30, 2018. During the three and six months ended June 30, 2017, the Company recognized €1.5 million and €2.4 million of cost reimbursements in support of the Company's research and license agreements with Incyte and ONO, respectively.

The Company has been awarded grants consisting of cash allowances for specific research and development projects. The unconditional receipt of the grant allowances is dependent on the final review of the reporting provided by the Company at the end of the contract term. For the three and six months ended June 30, 2018, the Company recognized €0.1 million and €0.2 million in grant income, respectively, compared to €0.8 million in grant income for the three and six months ended June 30, 2017. On June 12, 2017, the European Commission approved for reimbursement the final installment of the FP-7 grant for €0.7 million. Revenue for this final installment was recorded in income from grants on research projects during the three and six months ended June 30, 2017.

Contract Balances

A trade receivable is recorded when the Company satisfies a performance obligation by transferring a promised good or service and has earned the unconditional right to consideration from its customer. Trade receivables relate to invoicing for cost reimbursements and research milestones achieved in support of the Company's research and license agreements with Incyte, ONO and Simcere. Payment terms relating to these receivables are 30 days.

A contract asset is recorded when the Company satisfies a performance obligation by transferring a promised good or service and has earned the right to consideration from its customer. These assets represent a conditional right to consideration. Contract assets relate to unbilled amounts for cost reimbursements and research milestones achieved in support of the Company's research and license agreements with Incyte and ONO.

A contract liability is recorded when consideration is received, or such consideration is unconditionally due, from a customer prior to transferring goods or services under the terms of the contract. Contract liabilities are recognized as revenue as control of the products or services is transferred to the customer and all revenue recognition criteria have been met. Contract liabilities relate to upfront payments received related to the Incyte Agreements, ONO research and license agreement, and the Simcere research and license agreement (See Note 8).

The following table presents changes in the Company's trade receivables, contract assets and contract liabilities during the six months ended June 30, 2018:

	Balance at December 31, 2017 Restated	Additions	Deductions	Balance at June 30, 2018
	(euros in thousands)			
Trade & other receivables				
Trade receivables	1,594	12,103	(11,628)	2,069
Total trade & other receivables	1,594	12,103	(11,628)	2,069
Contract assets				
Unbilled receivables	710	693	(957)	446
Total contract assets	710	693	(957)	446
Contract liabilities				
Deferred revenue	128,486	3,430	(9,226)	122,690
Total contract liabilities	128,486	3,430	(9,226)	122,690

As a result of the adoption of IFRS 15, total deferred revenue was reduced by €8.7 million as of December 31, 2017. See Note 3 for details regarding the restatement as a result of a change in accounting policy.

Deductions from deferred revenue are comprised of revenue recognized that was included in deferred revenue at the beginning of the period totaling €7.9 million and revenue recognized that was not included in deferred revenue at the beginning of the period totaling €1.3 million for the six months ended June 30, 2018.

11. Total Operating Expenses

Research and development costs are comprised of allocated employee costs, the costs of materials and laboratory consumables, intellectual property and license costs and allocated other costs.

A breakdown of total operating expenses is presented as follows:

	Three-month period ended June 30,		Six-month period ended June 30,	
	2018	2017	**2018**	2017
	(euros in thousands)			
Manufacturing costs	**5,580**	2,236	**9,858**	5,611
IP and license costs	**492**	603	**844**	968
Personnel related R&D	**2,107**	1,771	**3,808**	3,303
Other research and development costs	**4,344**	3,810	**8,311**	5,545
Total research and development costs	**12,523**	8,420	**22,821**	15,427
Management and administration costs	**2,639**	3,492	**5,491**	7,694
Litigation costs	**552**	104	**849**	394
Other operating expenses	**2,745**	2,173	**5,134**	3,726
Total other expenses	**3,297**	2,277	**5,983**	4,120
Total operating expenses	**18,459**	14,189	**34,295**	27,241

Research and development costs were €12.5 million and €22.8 million for the three and six months ended June 30, 2018, respectively, as compared to €8.4 million and €15.4 million for the three- and six-month periods ended June 30, 2017, respectively. The increase in research and development costs is primarily attributable to the increase in manufacturing costs, higher research and development

headcount and related costs, as well as additional spending in support of the Company's clinical development programs for MCLA-128, MCLA-117, MCLA-158 and MCLA-145.The significant increase in manufacturing costs and other research and development costs during 2018 relate primarily to the expansion of the Company's Phase 1 and Phase 1/2 clinical programs. Specifically, the Company incurred higher costs relating to outsourced contract manufacturing for process development and drug delivery in support of the Company's MCLA-128 and MCLA-158 clinical development programs.

A breakdown of other research and development costs is presented as follows:

	Three-month period ended June 30,		Six-month period ended June 30,	
	2018	2017	**2018**	2017
	(euros in thousands)			
Discovery and pre-clinical costs	**1,078**	1,698	**1,763**	2,076
Clinical costs	**1,850**	1,292	**4,248**	2,002
Other research and development costs	**1,416**	820	**2,300**	1,467
Total other research and development costs	**4,344**	3,810	**8,311**	5,545

Other research and development costs consist mainly of laboratory supplies and depreciation expense related to research and development activities, which cannot be specifically allocated to a research project.

Litigation costs

On March 11, 2014, Regeneron Pharmaceuticals Inc. ("Regeneron") filed a complaint in the United States District Court for the Southern District of New York (the "Court"), alleging that the Company was infringing on one or more claims in Regeneron's U.S. Patent No. 8,502,018, entitled "Methods of Modifying Eukaryotic Cells" (the "018 Patent"). On July 3, 2014, the Company filed a response to the complaint, denying Regeneron's allegations of infringement and raising affirmative defenses, and filed counterclaims seeking, among other things, a declaratory judgment that the Company did not infringe the patent and that the patent was invalid. The Company subsequently filed amended counterclaims during the period from August to December 2014, seeking a declaratory judgment of unenforceability of the patent due to Regeneron's commission of inequitable conduct.

On November 21, 2014, the Court found that there was clear and convincing evidence that a claim term present in each of the patent claims was indefinite and granted the Company's proposed claim constructions. On February 24, 2015, the Court entered partial judgment in the proceeding, on the grounds that the Company did not infringe each of the patent claims, and that each of the patent claims were invalid due to indefiniteness. On November 2, 2015, the Court found Regeneron had withheld material information from the United States Patent and Trademark Office during prosecution of the patent, and Regeneron had engaged in inequitable conduct and affirmative egregious misconduct in connection with the prosecution of the patent. On December 18, 2015, Regeneron filed an appeal of the Court's decision. On July 27, 2017, the U.S. Court of Appeals for the Federal Circuit affirmed the trial court's conclusion that Regeneron had engaged in inequitable conduct before the United States Patent and Trademark Office and affirmed that the '018 patent is unenforceable. Regeneron petitioned for a panel rehearing and rehearing en banc of this decision by the Federal Circuit on September 12, 2017, which the Company responded to and opposed on November 2, 2017. On December 26, 2017, the full Federal Circuit denied Regeneron's request to rehear the matter.

The case returned to the District Court to adjudicate the Company's motion requesting that Regeneron pay the Company's attorneys' fees and costs incurred as a result of Regeneron filing suit. On March 26, 2018, the trial court granted the Company's motion for attorneys' fees, expert fees, and costs and ordered the parties to address the amount of award. The Company provided a detailed explanation of its attorneys' fees, expert fees, and costs of such award, which Regeneron responded to seeking a reduction of the amount. The matter was fully briefed as of May 18, 2018, and the Court issued an Order on June 25, 2018, which published on July 10, 2018, granting the Company's motion for $8,332,453.46 in attorneys' fees, $465,390.34 in expert fees, and $1,717,100.69 in litigation expenses and costs, along with interest. Regeneron has appealed the decision awarding attorneys' fees to the Company to the Federal Circuit. On May 25, 2018, Regeneron filed a petition for writ of certiorari seeking review by the Supreme Court of the United States of the decision affirmed by the Federal Circuit. The Company's brief in opposition was filed on August 8, 2018.

On March 11, 2014, Regeneron served a writ in the Netherlands alleging that the Company was infringing one or more claims of the European patent EP 1 360 287 B1. The Company opposed the patent in June 2014. On September 17, 2014, Regeneron's patent EP 1 360 287 B1 was revoked in its entirety by the European Opposition Division of the European Patent Office (the "EPO"). In Europe, an appeal hearing occurred in October and November 2015 at the Technical Board of Appeal for the EPO at which time the patent was reinstated to Regeneron with amended claims. On May 25, 2018, at Regeneron's request, a hearing before the Technical Board of Appeals for the EPO was scheduled for September 13, 2018, to address whether the description of EP 1 360 287 B1 patent having claims amended during the course of opposition complies with Art. 84 EPC, Art. 123(2) EPC and Rule 80 EPC. The Company believes that its current business operations do not infringe the patent reinstated to Regeneron with amended claims because it believes it has not used the technology or methods claimed under the amended claims. The Dutch litigation procedure is stayed.

The costs incurred in the above litigation and opposition were €0.6 million and €0.8 million for the three- and six-month periods ended June 30, 2018, respectively, as compared to €0.1 million and €0.4 million for the three- and six-month periods ended June 30, 2017, respectively, and are included in the statement of profit or loss and comprehensive loss for the period.

On July 15, 2014, Regeneron filed a notice of opposition against the Company's EP 2314629 patent (the "EP '629 patent"), entitled "Recombinant Production of Mixtures of Antibodies," in the EPO. The notice asserted, as applicable, added subject matter, lack of novelty, lack of inventive step, and insufficiency. The Company responded on February 24, 2015. Following an oral hearing before the Opposition Division of the EPO on June 22, 2016, the Opposition Division upheld the EP '629 Patent with amendments. Both Regeneron and the Company filed a notice of appeal followed by grounds of appeal on December 1 and 4, 2017, respectively, with further proceedings to follow.

On August 11, 2014, Regeneron filed a notice of opposition against the Company's EP 2147594 (the "EP '594 patent"), entitled "Antibody Producing Non-Human Mammals," in the EPO. The notice asserted, as applicable, lack of novelty, lack of inventive step, and insufficiency. The Company's response to the oppositions was filed on April 2, 2015. Following an oral hearing before the Opposition Division of the EPO on October 28, 2016, the Opposition Division upheld the EP '594 Patent without amendments. Regeneron filed grounds of appeal on July 19, 2017, and the Company responded on November 30, 2017.

On April 5, 2018, Regeneron and an unnamed third party filed notices of opposition against the Company's EP 2604625 patent (the "EP '625 patent"), entitled "Generation of Binding Molecules," in the EPO. The notices asserted, as applicable, added subject matter, lack of novelty, lack of inventive step, and insufficiency. The Company intends to timely respond to these submissions with proceedings to be ongoing.

As each of these proceedings continues, the Company is not able to predict the outcome of, or estimate a possible gain or a range of possible loss, if any, related to the above actions. Based on the current facts and circumstances, no provision has been recognized under IAS 37 related to contingent liabilities.

12. Employee Benefits

Details of the employee benefits are as follows:

	Three-month period ended June 30,		Six-month period ended June 30,	
	2018	2017	**2018**	2017
	(euros in thousands)			
Salaries and wages	2,876	2,451	5,505	4,182
WBSO subsidy	(733)	(953)	(1,900)	(2,005)
Social security premiums	198	146	449	293
Health insurance	69	36	188	62
Pension costs	188	181	390	322
Share award expense	2,109	3,254	4,554	7,880
Other personnel expense	224	148	433	264
Total employee benefits expense	4,931	5,263	9,619	10,998

Share-based payment expenses (see Note 9) were recognized as employee benefit expenses as follows:

	Three-month period ended June 30,		Six-month period ended June 30,	
	2018	2017	**2018**	2017
	(euros in thousands)			
Research and development costs	714	673	1,525	1,798
Management and administrative costs	1,343	2,376	2,852	5,782
Other expenses	52	205	177	300
	2,109	3,254	4,554	7,880

Subsidies earned under the WBSO relating to eligible research and development costs are deferred and recognized in the Company's income statement as a reduction to labor costs over the period labor costs are expected to be incurred. The Company has received and recognized subsidies of €0.7 million and €1.9 million for the three- and six-month periods ended June 30, 2018, respectively, as compared to €1.0 million and €2.0 million for the three- and six-month periods ended June 30, 2017, respectively. The decrease in subsidies is primarily attributable to the decrease in eligible payroll tax withholdings during the same period.

The Company's headcount at June 30, 2018 was approximately 85 full-time equivalents and consisted of 70 employees in the Netherlands and 15 employees in the United States. A total of 18 employees who are devoted to activities other than research and development and overall management of the Company were included under management and administration costs for the three- and six-month periods ended June 30, 2018.

The Company's headcount at June 30, 2017 was approximately 64 full-time equivalents and consisted of 55 employees in the Netherlands and nine employees in the United States. A total of 13 employees who were devoted to activities other than research and development and overall management of the Company were included under management and administration costs for the three- and six-month periods ended June 30, 2017.

13. Finance Income and Expense

	Three-month period ended June 30,		Six-month period ended June 30,	
	2018	2017	**2018**	2017
	(euros in thousands)			
Finance income				
Interest income and similar income	**494**	420	**834**	610
Net gain on foreign exchange	**6,917**	—	**4,111**	—
	7,411	420	**4,945**	610
Finance costs				
Interest expense	**(1)**	—	**(1)**	(10,667)
Net loss on foreign exchange	**—**	(11,962)	**—**	(12,029)
	(1)	(11,962)	**(1)**	(22,696)

Interest income primarily results from interest earned on cash held on account and accretion of investment earnings. The Company's current year increase in cash, cash equivalents and investments was due primarily to the $55.8 million of funds received as part of the Private Placement during the first quarter of 2018.

The Company experienced gains on its U.S. dollar denominated cash, cash equivalents and investments of approximately €6.9 million and €4.1 million for the three and six months ended June 30, 2018, respectively, as compared to losses of €12.0 million for the three and six months ended June 30, 2017. The Company presents foreign currency gains and losses on a net basis as either finance income or finance expense depending on whether foreign currency movements are in a net gain or net loss position. The Company experienced foreign exchange losses on its U.S. dollar denominated cash, cash equivalents and investments of approximately €2.8 million during the three months ended March 31, 2018, which are reclassified to net gain on foreign exchange for the six months ended June 30, 2018. As of June 30, 2018, the Company held approximately $40.9 million and $92.6 million in U.S. dollar denominated cash and cash equivalent accounts and investment accounts, respectively, subject to the fluctuation in foreign currency between the euro and U.S. dollar.

On December 20, 2016, the Company entered into the Incyte Agreements. As these contracts are denominated in U.S. dollars, the Company determined that the subscription agreement to sell its own shares to which the Company became committed on December 20, 2016, should be accounted for as a forward contract or a derivative financial instrument. Interest expense for the three and six months ended June 30, 2017, related entirely to the effective settlement of the forward contract on January 23, 2017.

14. Operating Leases

The Company leases its corporate headquarters under an agreement term of five years which expires in the fourth quarter of 2021. If the lease is not terminated by Merus N.V. it will be automatically renewed for a period of two years. The agreed rental price is €0.4 million per year. On May 1, 2018, the Company leased additional space to expand its corporate headquarters under a separate agreement. Under the terms of the new agreement, the term began on May 1, 2018, and expires in the fourth quarter of 2021. The agreed upon rental price is €0.5 million per year.

For leases that contain fixed increases in the minimum annual lease payment during the original term of the lease, the Company recognizes rental expense on a straight-line basis over the lease term and records the difference between rent expense and the amount currently payable as deferred rent as a component of other liabilities and accruals. For the three and six months ended June 30, 2018, the Company recognized €0.3 million and €0.5 million, respectively, compared to €0.2 million and €0.3 million for the three and six months ended June 30, 2017, respectively, for rent and service charges related to the office space. In addition, the Company has provided a deposit of €0.1 million included in other assets as of June 30, 2018, and December 31, 2017.

15. Subsequent Events

The Company has evaluated subsequent events through August 10, 2018, the date of issuance of the unaudited consolidated financial statements for the three months ended June 30, 2018.

Except for the items described in Note 11 under litigation, there were no additional events requiring disclosure in the notes to these financial statements.

Exhibit 2

Merus Announces Financial Results for the Second Quarter 2018 & Mid-year Operating Results

— MCLA-128 Phase 1/2 clinical data from the gastric cancer cohort will be presented at the European Society for Medical Oncology Congress in October 2018 —

UTRECHT, The Netherlands, August 10, 2018 (GLOBE NEWSWIRE) — Merus N.V. (Nasdaq:MRUS) ("Merus", "we", "our" or the "Company"), a clinical-stage immuno-oncology company developing innovative bispecific antibody therapeutics (Biclonics®), today announced financial results for the second quarter ended June 30, 2018 and provided a corporate and clinical update.

"Merus continues to make progress on the advancement of our pipeline of bispecific antibody candidates derived from our Biclonics® technology platform," said Ton Logtenberg, Ph.D., President and Chief Executive Officer of Merus. "Our clinical trials for MCLA-128, MCLA-117 and MCLA-158 are ongoing. We plan to report data from the gastric cancer patient cohort in the single-agent trial of MCLA-128 at the European Society for Medical Oncology Congress (ESMO) in October 2018. In addition, we plan to provide an update in the fourth quarter of 2018 on the ovarian, endometrial and non-small cell lung cancer cohorts of the single-agent trial of MCLA-128, as well as the MCLA-117 trial in acute myeloid leukemia (AML), which will help shape the future clinical plans for both programs."

Anticipated 2018 Milestones

MCLA-128, an antibody-dependent cell-mediated cytotoxicity (ADCC)-enhanced Biclonics® that binds to HER2 and HER3-expressing solid tumor cells that employs a unique mechanism, DOCK & BLOCK®, for the selective and potent inhibition of the heregulin/HER3 tumor-signaling pathway

The Phase 2, open-label, multi-center international clinical trial evaluating MCLA-128 in combination treatments in two metastatic breast cancer (MBC) populations is ongoing. The trial is enrolling HER2-positive MBC patients and hormone receptor positive/HER2-low MBC patients at sites in the U.S. and Europe.

The Phase 1/2 study evaluating single-agent activity for MCLA-128 in various solid tumor indications is ongoing and Merus will present data on the gastric cohort at ESMO in October 2018.

MCLA-117, a Biclonics® that binds to CD3 and CLEC12A

Dose escalation in the Phase 1 clinical trial of MCLA-117 is ongoing in Europe and the U.S. A clinical update is planned for fourth quarter of 2018.

MCLA-158, an ADCC-enhanced Biclonics® designed to bind to cancer initiating cells expressing Lgr5 and EGFR

Recruitment for the Phase 1 clinical trial of MCLA-158 in patients with solid tumors is ongoing. The trial is being conducted in Europe and the U.S.

MCLA-145, a Biclonics® designed to bind to PD-L1 and a second undisclosed immunomodulatory target

MCLA-145, the first drug candidate co-developed under the Merus and Incyte global research collaboration, continues to progress in IND-enabling studies. Merus has full rights to develop and commercialize MCLA-145 in the U.S. and Incyte is responsible for its development and commercialization outside the U.S.

Second Quarter 2018 Financial Results

Merus ended the second quarter of 2018 with cash, cash equivalents and investments of €224.1 million compared to €190.8 million at December 31, 2017, the increase primarily being the result of the closing of a $55.8 million (€44.8 million) private placement of 3.1 million common shares completed in February 2018.

Total revenue for the three months ended June 30, 2018 was €6.5 million compared to €6.2 million for the same period in 2017. Revenue for the three months ended June 30, 2017 has been restated for the adoption of IFRS 15, a new accounting standard related to revenue recognition. Under IFRS 15, Merus reduced the period that it amortizes revenue for the upfront license payment received from Incyte from 21 years to 9 years which resulted in €2.2 million of additional revenue for the three months ended June 30, 2017. Revenue is comprised primarily of the amortization of upfront license payments from Merus' collaboration agreements and collaboration income related to cost reimbursements and research milestones for performance of research and development services under the respective agreements. The increase in revenue for the period is attributable to €0.3 million of amortization of upfront license payments, €0.7 million of collaboration income for expense reimbursements, offset, by lower income from grants on research projects of €(0.7) million.

Research and development costs for the three months ended June 30, 2018 were €12.5 million compared to €8.4 million for the same period in 2017. The increase in research and development costs reflects the increase in manufacturing costs, higher research and development headcount and related costs, as well as additional spending in support of the Company's clinical development programs.

Management and administration costs for the three months ended June 30, 2018 were €2.6 million compared to €3.5 million for the same period in 2017. The decrease relates primarily to lower share-based compensation expenses.

Other expenses for the three months ended June 30, 2018 were €3.3 million compared to €2.3 million for the same period in 2017. The increase in other expenses was the result of higher consulting, accounting and professional fees.

For the three months ended June 30, 2018, Merus reported a net loss of €4.6 million, or €(0.20) per share (basic and diluted), compared to a net loss of €19.6 million, or €(1.01) per share (basic and diluted), for the same period in 2017. Net loss for the three months ended June 30, 2017 has been restated for the adoption of IFRS 15 which resulted in a reduction of net loss of €2.2 million or €0.11 per share (basic and diluted). The net loss for the three months ended June 30, 2018 includes approximately €6.9 million of unrealized foreign currency gains as compared to €(12.0) million of unrealized foreign currency losses in the same period 2017.

Financial Outlook

Based on the Company's current operating plan, Merus expects that its existing cash, cash equivalents and investments will be sufficient to fund its operations through the end of 2020.

About Merus N.V.

Merus is a clinical-stage immuno-oncology company developing innovative full-length human bispecific antibody therapeutics, referred to as Biclonics®. Biclonics®, which are based on the full-length IgG format, are manufactured using industry standard processes and have been observed in preclinical and clinical studies to have several of the same features of conventional human monoclonal antibodies, such as long half-life and low immunogenicity. Merus' most advanced bispecific antibody candidate, MCLA-128, is being evaluated in a Phase 2 combination trial in two metastatic breast cancer populations. MCLA-128 is also being evaluated in a Phase 1/2 clinical trial in gastric, ovarian, endometrial and non-small cell lung cancers. Additional pipeline programs include MCLA-117, which is currently being studied in a Phase 1 clinical trial in patients with acute myeloid leukemia, and MCLA-158, a Biclonics® being studied in a Phase 1 clinical trial in patients with solid tumors with an initial focus on metastatic colorectal cancer. Through its collaboration with Incyte Corporation, Merus is also developing a preclinical bispecific antibody designed to bind to PD-L1 and a non-disclosed second immunomodulatory target. For additional information, please visit Merus' website, www.merus.nl.

Forward Looking Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation the formulation of clinical development plans and clinical development of our bispecific antibody candidates, anticipated clinical data points for 2018, the timing of expected patient recruitment and dosing, presentations, clinical updates and announcements, and the advancement of the Phase 2 combination trial for MCLA-128 each statement under "Anticipated Milestones," the sufficiency of our cash, cash equivalents and investments, and the design and treatment potential of our bispecific antibody candidates including MCLA-128, MCLA-117, MCLA-158 and MCLA-145.

These forward-looking statements are based on management's current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the

following: our need for additional funding, which may not be available and which may require us to restrict our operations or require us to relinquish rights to our technologies or Biclonics® and bispecific antibody candidates; potential delays in regulatory approval, which would impact our ability to commercialize our product candidates and affect our ability to generate revenue; the lengthy and expensive process of clinical drug development, which has an uncertain outcome; the unpredictable nature of our early stage development efforts for marketable drugs; potential delays in enrollment of patients, which could affect the receipt of necessary regulatory approvals; our reliance on third parties to conduct our clinical trials and the potential for those third parties to not perform satisfactorily; we may not identify suitable Biclonics® or bispecific antibody candidates under our collaboration with Incyte or Incyte may fail to perform adequately under our collaboration; our reliance on third parties to manufacture our product candidates, which may delay, prevent or impair our development and commercialization efforts; protection of our proprietary technology; our patents may be found invalid, unenforceable, circumvented by competitors and our patent applications may be found not to comply with the rules and regulations of patentability; we may fail to prevail in existing and potential lawsuits for infringement of third-party intellectual property; and our registered or unregistered trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks.

These and other important factors discussed under the caption “Risk Factors” in our Annual Report on Form 20-F filed with the Securities and Exchange Commission, or SEC, on April 30, 2018, and our other reports filed with the SEC, could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management’s estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change, except as required under applicable law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

Merus closing in on cancer

Unaudited Condensed Consolidated Statement of Financial Position

	June 30, 2018	December 31, 2017 Restated*
	(euros in thousands)	
Non-current assets		
Property, plant and equipment	1,876	1,168
Intangible assets	381	312
Non-current investments	16,650	7,060
Other assets	167	129
	19,074	8,669
Current assets		
Trade and other receivables	5,477	4,413
Current investments	37,077	34,043
Cash and cash equivalents	170,327	149,678
	212,881	188,134
Total assets	231,955	196,803
Shareholders' equity		
Issued and paid-in capital	2,037	1,749
Share premium account	258,061	213,618
Accumulated loss	(167,226)	(158,775)
Total equity	92,872	56,592
Non-current liabilities		
Deferred revenue, net of current portion	105,718	112,551
Current liabilities		
Trade payables	5,433	2,855
Taxes and social security liabilities	100	243
Deferred revenue	16,972	15,935
Other liabilities and accruals	10,860	8,627
	33,365	27,660
Total liabilities	139,083	140,211
Total equity and liabilities	231,955	196,803

* Accumulated loss and deferred revenue (current and non-current) have been restated for the impact of the adoption of IFRS 15, an accounting standard related to revenue recognition, by decreasing accumulated loss and net deferred revenue by a total of €8.7 million at December 31, 2017.

Merus closing in on cancer

Unaudited Condensed Consolidated Statement of Profit or Loss and Comprehensive Loss

	Three months ended June 30,		Six months ended June 30,	
	(euros in thousands, except per share data)			
	2018	2017 Restated**	2018	2017 Restated**
Revenue	6,543	6,237	16,464	10,121
Research and development costs	(12,523)	(8,420)	(22,821)	(15,427)
Management and administration costs	(2,639)	(3,492)	(5,491)	(7,694)
Other expenses	(3,297)	(2,277)	(5,983)	(4,120)
Total operating expenses	(18,459)	(14,189)	(34,295)	(27,241)
Operating result	(11,916)	(7,952)	(17,831)	(17,120)
Finance income	7,411	420	4,945	610
Finance cost	(1)	(11,962)	(1)	(22,696)
Net finance income / (expense)	7,410	(11,542)	4,944	(22,086)
Result before taxation	(4,506)	(19,494)	(12,887)	(39,206)
Income tax expense	(87)	(107)	(139)	(118)
Result after taxation	(4,593)	(19,601)	(13,026)	(39,324)
Other comprehensive income				
Exchange differences on the translation of foreign operations	36	13	21	18
Total other comprehensive income for the period	36	13	21	18
Total comprehensive loss for the period	(4,557)	(19,588)	(13,005)	(39,306)
Basic (and diluted) loss per share	(0.20)	(1.01)	(0.60)	(2.07)
Weighted average shares outstanding Basic (and diluted)	22,628,611	19,392,495	21,809,950	18,976,446

** Revenue for the three and six months ended June 30, 2017 has been restated to reflect additional revenue of €2.2 million, or €0.11 per share, and €3.8 million, or €0.20 per share, respectively, related to the amortization of the up-front license payment received from Incyte due to the impact of the adoption of IFRS 15, an accounting standard related to revenue recognition.

Contacts:

Investors:
Kimberly Minarovich
+1 646-368-8014
kimberly@argotpartners.com

Media:
David Rosen
+1 212-600-1902
david.rosen@argotpartners.com

Exhibit 3

LEASE

Lessor	Stichting Incubator Utrecht Yalelaan 40 3584 CM UTRECHT
Lessee	Merus NV Yalelaan 62 3584 CM Utrecht
Property	Yalelaan 56- 58 in Utrecht, ANG 7th and 8th floor
Lease period	3 years and 6 months
Commencement date of the lease	1 May 2018
Notice period	12 months
End date	31 October 2021
Bank guarantee	amounting to 3 months' rent (€ 155,500)
Renewal option	automatic renewal
Annual rent (basic price)	€ 622,000 (see furthermore Article 4 .1)
Taxed rent	yes, as of the commencement date of the lease
Indexation	annually, for the first time as of 1 July 2019

CONFIDENTIAL

LEASE FOR OFFICE SPACE AND LABORATORY SPACE

WHEREAS:

The ANG and the LSI at Yalelaan 40-60 and Yalelaan 62, respectively, in Utrecht are primarily intended to house life science companies (objective);

In view of the aforementioned objective, various companies can be housed per floor;

These companies must share the common facilities such as, among other things, the toilets and pantry present on their floor;

In certain cases, specific and individual agreements are made with starting life science companies, among other things relating to the rent, any discount, lease period and notice period.

THE UNDERSIGNED

Stichting Incubator Utrecht, with its registered office and principal place of business in 3584 CM Utrecht, at Yalelaan 40, duly represented in this matter by its director Oscar Schoots

hereinafter referred to as: 'the Lessor'.

AND

Merus NV, with its registered office and principal place of business at Yalelaan 62, 3584 CM Utrecht, duly represented in this matter by its director T. Logtenberg,

hereinafter referred to as: the 'Lessee'

listed in the trade register of Utrecht under number Ch. of Comm. NO. 30189136, turnover tax number NL812247413B01.

HAVE AGREED

Leased space, designated use

1.1. The Lessor leases to the Lessee and the Lessee leases from the Lessor in the multi-tenant business building known as Alexander Numangebouw (situated at Yalelaan 40-60, 3584 CM, Utrecht), all offices and laboratories on the 7th and 8th floor, hereinafter referred to as 'the Leased Space', situated at Yalelaan in Utrecht, including the joint use of the common spaces which includes the service building and the bicycle park (basement) of the Alexander Numangebouw at Yalelaan 40-60 in Utrecht and further indicated on the drawing which has been attached to this lease and signed by the parties, and which forms part of this lease.

1.2. The Leased Space is intended for use by or on behalf of the Lessee solely as office space, laboratory space, meeting space and canteen.

1.3. The Lessee will not be permitted to allocate a different use to the Leased Space than that detailed in Article 1.2 of this lease, unless the Lessor has given prior written permission to do so.

1.4. The floors of the Leased Space may not be burdened in excess of 500 kg/m2.

1.5. The Lessee will receive cards for the access from the property at Yalelaan 62, Utrecht (LSI) across the ground floor of the property at Yalelaan 56-58, Utrecht (ANG) to the lift in order to reach the 7th and 8th floor of ANG. The Lessee will instruct its employees not to cause a nuisance on the ground floor and to follow any instructions of the Lessor in this matter.

1.6. The Lessor will transfer the Leased Space in a clean condition and ensure that all walls of the offices have been repainted and that all floors of the offices have new floor coverings. The walls and floors of the laboratories will be reworked where necessary.

Conditions

2.1. The 'GENERAL CONDITIONS FOR THE LEASE OF OFFICE SPACE and LABORATORY SPACE', hereinafter referred to as 'the General Conditions', form part of this lease. The parties are familiar with content of these General Conditions. The Lessee and the Lessor have received a copy of the General Conditions.

2.2. The General Conditions referred to in Article 2.1 of this lease will apply except insofar as expressly amended in this lease, in which case this lease and any appendices prevail, or insofar as application of the General Conditions is not possible in relation to the Leased Space.

Term, renewal and termination

3.1. This lease enters into effect on 1 May 2018 and runs up to 31 October 2021 (3 years and six months). Notice of termination must be given 12 months before expiry of the lease period. In case notice of termination if given, the Lessee agrees that the Leased Property will be vacated, clean and free from use and usage rights as of the relevant date. If due to unforeseen circumstances or force majeure the Lessor is unable to transfer the space ready for use on 1 May 2018, the parties will determine a different commencement date in consultation (which is expected to be a few weeks following that date). The end date remains 31 October 2021 in that case.

3.2. After expiry of the possibility for termination as referred to in 3.1 and if no notice of termination has been given, the lease is tacitly extended for a new period of 2 (two) years each time.

3.3. Early termination of this lease can only take place by mutual agreement.

3.4. In case a third party acquires the majority of the Lessee's shares at arm's length conditions, for 3 (three) months after the aforementioned share transfer the Lessee will have the once-only right to terminate this lease early with due observance of a notice period of 12 months.

3.5. Notice must be given by means of bailiff's writ or registered letter.

Rent, turnover tax (VAT), rent adjustment, payment obligation, payment period

4.1. The basic rent of the Leased Space amounts to € 622,000 annually, exclusive of VAT and service charges. In addition to the aforementioned basic rent, the Lessee receives extra discounts on the basic rent, accumulating per year as included in the schedule below. Insofar as the lease in the first quarter is not a full quarter, the amount to be paid for the first quarter will be adjusted proportionally.

PAYMENT SCHEDULE lease 3 years and six months (all amounts in euro, price level 2018)		2018 (May to December)		2019		2020		2021 (up to October)
Merus ANG 7th and 8th floor								
Basic annual rent on commencement		**622,000.00**		**622,000.00**		**622,000.00**		**622,000.00**
Basic quarterly rent on commencement		**155,500.00**		**155,500.00**		**155,500.00**		**155,500.00**
Discount on rent	***25%***	***-38,875.00***	***15%***	***-23,325.00***	***10%***	***-15,550.00***	***0%***	***0.00***
Quarterly rent including discount		**116,625.00**		**132,175.00**		**139,950.00**		**155,500.00**
VAT rent	***21%***	**24,491.25**		**27,756.75**		**29,389.50**		**32,655.00**
Subtotal 1		**141,116.25**		**159,931.75**		**169,339.50**		**188,155.00**
Advance in service charges per quarter (25% of the basic rent)	***25%***	**38,875.00**		**38,875.00**		**38,875.00**		**38,875.00**
VAT service charges	***21%***	**8,163.75**		**8,163.75**		**8,163.75**		**8,163.75**
Subtotal 2		**47,038.75**		**47,038.75**		**47,038.75**		**47,038.75**
Total amount to be paid before commencement of quarter (subtotal 1 + subtotal 2)		**188,155.00**		**206,970.50**		**216,378.25**		**235,193.75**

4.2. The parties agree that the Lessor will charge turnover tax on the rent. If a lease not subject to VAT has been agreed, the Lessee will owe, in addition to the rent, a separate fee to the Lessor to compensate for the loss the Lessor or its legal successor(s) suffer(s), or will suffer, because the VAT on the investments and operating costs of the Lessor is not, or no longer, tax deductible. The provisions of Articles 19.1 to 19.9 will not apply in such cases.

4.3. In the event the parties have agreed lease subject to turnover tax, the Lessor and the Lessee exercise the option pursuant to Communication 45, Decree dated 24 March 1999, no. VB 99/571, not to submit a joint request opting for lease subject to turnover tax. By signing this lease, the Lessee declares, also for the legal successor(s) of the Lessor, that it will permanently use the Leased Space or cause the Leased Space to be used permanently for purposes in respect of which a full or nearly full right to deduct VAT on the basis of Section 15 of the Turnover Tax Act 1968 exists.

4.4. The rent is adjusted on 1 July of each year in accordance with Articles 9.1 to 9.4 of the General Conditions, commencing with an initial determination on 1 July 2019.

4.5. The fee owed by the Lessee for additional supplies and services to be provided by or on behalf of the Lessor is determined in accordance with Article 16 of the General Conditions. A system of advance payments with subsequent calculation is applied to this fee, as indicated in that article.

4.6. Lessee's payment obligation comprises the following:

- the rent;
- the turnover tax due on the rent if the parties have agreed a lease subject to turnover tax;
- the advance payment for the ancillary supplies and services arranged by or on behalf of the Lessor, together with turnover tax due thereon;

4.7. Per payment period of 3 calendar months, to be paid in advance per quarter.

4.8. The regular payments to be made by the Lessee to the Lessor pursuant to the present lease as set out in 4.7 will be due in advance as a lump sum in euros and must be paid in full before or on the first day of the period to which the payments relates. The Lessor sends the Lessee an invoice for this per period.

4.9. Unless provided otherwise, all amounts in this lease and the General Conditions forming part hereof will be exclusive of turnover tax.

4.10. The Lessee hereby declares that its financial year runs from 1 January to 31 December.

4.11. The Lessee hereby declares that, on the Lessor's written request, it will confirm, one month before the end of its financial year, that it uses the immovable property for at least 90% for taxed turnover.

Supplies and services

5. For the additional supplies and services to be provided by or on behalf of the Lessor the parties have agreed in accordance with Article 16 of the General Conditions that the advance payment for service charges amounts to 25% of the basic rent (without discount), being € 38,875 plus VAT per quarter at the start of the lease, to be paid in advance at the same time as the payment of the rent.

The service charges consist of, among other things:

- supply of heat
- supply of electricity in the Leased Space and the common spaces supply of water (company, drinking and demineralised water)
- supply of additional cooling
- maintenance and periodical inspection of heating and/or air-conditioning systems
- ditto for the lift installation(s)
- ditto for the hydrophone installation ditto for the window cleaning installation
- ditto for the fire detection, building security, fault transmitter and emergency power installation

- cleaning costs for the common spaces, lifts, façades, exterior windows as well as awning, windows in the common spaces, terraces, underground car park and/or grounds
- costs for surveillance/security
- insurance premium for exterior windows - sewerage charges
- property tax for users
- administration costs of 5% on the checked supplies and services

Bank guarantee

6. In accordance with 12.1 of the General Conditions, the Lessee will provide a bank guarantee for 3 (three) months' rent. The amount of the bank guarantee referred to in 12.1 of the General Conditions is hereby determined between the parties at € 155,500. The bank guarantee will be provided to the Lessor prior to the definitive commencement date of the lease.

Manager

7. Until the Lessor announces otherwise, the manager of the property will be: The Lessor.

Special Conditions

Disclaimer

8.1. The Lessee indemnifies the Lessor against all liability in connection with Working Conditions requirements in relation to the intended use or intended layout.

Other provisions

8.2. For the data and telecom facilities, the Lessee can use the Lessor's infrastructure that is present and must reach agreements for this with the Lessor and Utrecht University.

Level of outfitting

8.3. The Leased Space is delivered once-only with partitions, ceilings, lighting, floor covering and fixed furniture, as indicated on the agreement drawings that have been attached. Offices provide climate control per modular width of 3.60m for no more than 3 fully-occupied working spaces. If the Lessee purchases and will install biohazard cabinets or microbiological safety cabinets, these must comply with the NEN-EN 12469 standard or its replacement.

Without prior consultation and without the Lessor's written permission, the Lessee cannot install modifications to the finishing and fixed layout of the spaces. On termination of the lease, the Lessee must transfer the Leased Space in accordance with the agreement drawings.

Parking

8.4. The Lessee has the option of leasing six (6) exclusive parking spaces on the adjacent site for € 700 per parking space per year. The Lessee furthermore has the option of purchasing parking passes from Utrecht University at the applicable rate for access to parking spaces in the Veterinary quadrant. The total of the parking passes cannot exceed the municipal parking standard (0.7 per 100 m2 gfa). Parking prices plus turnover tax and price level from 2016 to be adjusted in accordance with Article 9.1 up to and including 9.4 of the General Conditions.

Exploitation

8.5. The Lessee is obliged to execute the exploitation of the Leased Space in accordance with the designated use referred to in 1.2 above carefully, with sufficient professional staff and management, taking account of the Lessor's interests. The Lessee ensures that the exploitation of the Leased Space will always be in accordance with all applicable statutory and other regulations, including the regulations of the municipality and the landowner (leasehold landlord).

Visitors

8.6. The Lessee ensures that the Lessee's visitors will not be in the building without the Lessee's supervision. The Lessee also ensures that visitors will only be in the part of the building to which this lease relates, being the Leased Space as described in Article 1.1.

Liability

8.7. In addition to Article 11 of the General Conditions, if in the performance of its business and/or profession the Lessee uses or has a substance and/or material which is known to have properties that constitute a serious danger to persons or goods, the Lessor is liable for the consequences thereof.

A special danger of a serious nature is in any case a material that is explosive, oxidising, flammable, highly flammable or extremely flammable, or poisonous or very poisonous in accordance with the criteria and methods determined pursuant to the Chemical Substances Act.

The Lessee is liable for all direct and indirect damage suffered by the Lessor and the other lessees in the building as a result of the manifestation of the danger.

In addition to Article 11 of the General Conditions, in case there are defects to the Property and the Leased Space on transfer, and after transfer due to negligence or attributable breach by the Lessor, the Lessor is liable for the demonstrably damage that has been suffered, up to a maximum of the annual basic rent.

8.8. The Lessee indemnifies the Lessor against claims of third parties, which also includes the other lessees in the building of which the Leased Space forms part and the government, in respect of damage that is the direct or indirect result of the Lessee's use of hazardous substances.

Insurance

8.9. The Lessee has a liability insurance that at least covers the damage for which the Lessee is liable pursuant to the statutory provisions in respect of liability, including but not limited to environmental liabilities and the strict liability in the context of the use or possession of hazardous substances, or the Lessee undertakes to perform the necessary activities to acquire such a liability insurance.

Operating instructions

8.10. The Lessee is familiar with the current designated use, the ground lease conditions applicable to the Leased Space, the instructions pursuant to the easements and qualitative obligations and the instructions of the fire service. The Lessee will observe all public-law and private-law instructions, including those under the ground lease conditions applicable to the Leased Space, easements, qualitative obligations, the zoning plan which was at any time applicable, permits, and safety regulations of the government, fire service and other authorised agencies. Failure to comply with these instructions will not be at the Lessor's expense in any way.

Permits

8.11. The Lessee must arrange for the acquisition of the required permits, with the exception of the planning permission and other (municipal) permits to be granted to the Lessor for the design in accordance with the appended drawings.

The Lessee must act in accordance with the provisions of these permits. It must moreover follow any instructions of the Lessor.

The Lessee must keep proper records regarding the required permits. The Lessor is entitled to inspect these records.

Permits for working with GMOs (genetically modified organisms) must be applied for by the Lessee, if necessary in consultation with the University Working Conditions Service and Environmental Department.

The Lessee is liable for violations in actions taken without the required permit(s) and/or actions taken without due observance of these permits.

Chemical Substances Act

8.12. The Lessee warrants that, insofar as the Chemical Substances Act and/or any relevant decisions/regulations are applicable to the Lessee's activities that take place in the Leased Space, it complies with all requirements of this act and these decisions/regulations and that it has observed and will observe all instructions and obligations pursuant to this law and the decisions/regulations.

Insofar as it is obliged to do so pursuant to Section 3 of the Chemical Substances Act, the Lessee has given the required notice to the Minister of Housing, Spatial Planning and the Environment and Environmental Management and, insofar as required, the Lessee has a permit pursuant to the Chemical Substances Act.

Experiments on Animals Act

8.13. The Lessee warrants that, insofar as the Experiments on Animals Act and/or any relevant decisions/regulations are applicable to the Lessee's activities that take place in the Leased Space, it complies with all requirements of this act and these decisions/regulations and that it has observed and will observe all instructions and obligations pursuant to this law and the decisions/regulations.

If the Lessee performs experiments on animals within the meaning of the Experiments on Animals Act, it has required a permit to do so from the Minister of Health, Welfare and Sport.

Environmental Permitting (General Provisions) Act

8.14. Within the context of the Environmental Permitting (General Provisions) Act, the Alexander Numangebouw at Yalelaan 40-60 and the LSI at Yalelaan 62 was granted the environmental permit with reference HZ_WABO-14-20927 on 15 September 2015. The Lessee warrants that, insofar as the Environmental Permitting (General Provisions) Act and/or any relevant decisions/regulations are applicable to the Lessee's activities that take place in the Leased Space, it complies with all requirements of this act and these decisions/regulations and that it has observed and will observe all instructions and obligations pursuant to this law and the decisions/regulations.

Nuclear Energy Act

8.15. The Lessee warrants that, insofar as the Nuclear Energy Act and/or any relevant decisions/regulations are applicable to the Lessee's activities that take place in the Leased Space, it complies with all requirements of this act and these decisions/regulations and that it has observed and will observe all instructions and obligations pursuant to this law and the decisions/regulations.

If the Lessee prepares, transports, possesses or applies radioactive substances, imports or exports radioactive substances into or from Dutch territory, or arranges for a third party to do so, or disposes of radioactive substances, the Lessee has acquired a permit to do so and the Lessee is obliged to keep records in that respect.

Access to the Leased Object

8.16. The Lessor and all persons designated by it are without the Lessor's prior permission at all times authorised to access the Leased Space with equipment and to inspect it both internally and externally. The Lessor is at all times authorised to check whether the Lessee complies with the statutory obligations and the Lessee will in that context provide the Lessor with all required information on demand. If possible, the Lessor will first consult with the Lessee in case access to the Leased Space is provided. The Lessor will also ensure that the Leased Space, where applicable, will only be accessed by legally authorised persons.

Subletting

8.17. The Lessee may not relinquish the Leased Space as a whole or in part to third parties by letting, subletting it or allowing others to use it without the prior permission of the Lessor, nor will it transfer the rights conferred by this lease to a partnership of individuals or a legal entity.

Breach of the provisions of the lease

8.18. If the Lessee or the Lessor acts in conflict with any provision of this lease and does not remedy this within a period of 30 (thirty) days, or so much faster as reasonably possible, the other party has the right to terminate the lease with immediate effect, without prejudice to the parties' rights to claim performance, dissolution or compensation for damages.

In addition to Article 6.7 of the General Conditions, the Lessor is entitled to terminate the lease with immediate effect without prior notice of default, if the required permits and/or exemptions the Lessee requires for the performance of its activities in the Leased Space are missing, expired, refused or withdrawn.

Choice of law

8.19. This lease will be governed by the laws of the Netherlands.

Drawn up and signed in duplicate.

Utrecht, dated 22-03-2018

(lessor)
Stichting Incubator Utrecht,

/s/ O. Schoots
O. Schoots

Utrecht, dated 29-03-2018

(lessee)
Merus NV

/s/ T. Logtenberg
T. Logtenberg