

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

Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MERUS N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or Other Jurisdiction of
Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Yalelaan 62
3584 CM Utrecht
The Netherlands

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Merus US, Inc.
139 Main St. Suite 302
Cambridge MA, 02142
+ 1 (617) 401-4499

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Peter N. Handrinus
Latham & Watkins LLP
200 Clarendon Street
Boston, Massachusetts 02116
+1 617 948 6000

Paul van der Bijl
NautaDutilh N.V.
Beethovenstraat 400
1082 PR Amsterdam
The Netherlands
+31 20 717 1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-233367

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common shares, €0.09 nominal value per share	\$6,676,219.75	\$729.00

- (1) The Registrant previously registered an aggregate of \$250,0000,000.00 of Common Shares, Preferred Shares, Warrants and Units on a Registration Statement on Form F-3, filed on August 20, 2019 and amended by a post-effective amendment to Form F-3 on Form S-3 filed on April 30, 2020 (File No. 333-233367) (as amended, the "Related Registration Statement"), and for which a filing fee of \$30,300 was previously paid. As of the date hereof, a balance of \$131,323,766 of such securities remains to be offered and sold under the Related Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of Common Shares, having a proposed maximum aggregate offering price of \$6,676,219.75 is hereby registered.
- (2) The registration fee has been calculated pursuant to Rule 457(o) promulgated under the Securities Act of 1933, as amended. The Registrant previously paid the full amount of the registration fee in connection with the filing of the Registration Statement on Form S-3 (File No. 333-252282) on January 21, 2021.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE

On January 21, 2021, Merus N.V. (the "Registrant") filed a Registration Statement with the Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") (File No. 333-252282) (the "Prior Registration Statement") and an amendment to the Prior Registration Statement (the "Prior Amendment"). The Registrant has requested that the SEC withdraw the Prior Amendment.

This Amendment No. 1 (the "Amendment") to the Prior Registration Statement is being filed solely to include the signature page for the Authorized United States Representative of the Company. Accordingly, this Amendment consists only of the facing page, this Explanatory Note, Item 16. Exhibits and the signature page. The prospectus and the balance of Part II of the Prior Registration Statement are unchanged and have been omitted. The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith.

PART II

Information Not Required in Prospectus

Item 16. Exhibits

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form S-3, as amended (File No. 333-233367), are incorporated by reference into, and shall be deemed to be a part of, this filing.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of NautaDutilh N.V.
23.1	Consent of NautaDutilh N.V. (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1(1)	Powers of Attorney

(1) Previously filed on the signature page to the Registrant's Registration Statement on Form S-3 filed on April 30, 2020 (File No. 333-233367) and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Utrecht, the Netherlands, on this 28th day of January, 2021.

MERUS N.V.

By: /s/ Sven A. Lundberg
Sven (Bill) Ante Lundberg
President, Chief Executive Officer and Principal
Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sven A. Lundberg</u> Sven (Bill) Ante Lundberg	President, Chief Executive Officer, Principal Financial Officer and Director	January 28, 2021
<u>/s/ Harry Shuman</u> Harry Shuman	Principal Accounting Officer	January 28, 2021
<u>*</u> Anand Mehra	Chairman of the Board of Directors	January 28, 2021
<u>*</u> Mark T. Iwicki	Director	January 28, 2021
<u>*</u> Len Kanavy	Director	January 28, 2021
<u>*</u> Gregory D. Perry	Director	January 28, 2021
<u>*</u> Paolo Pucci	Director	January 28, 2021
<u>*</u> Victor Sandor	Director	January 28, 2021

*By: /s/ Sven A. Lundberg
Sven (Bill) Ante Lundberg
Attorney-in-fact

SIGNATURE OF AUTHORIZED UNITED STATES REPRESENTATIVE

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of Merus N.V. has signed this registration statement in the City of Cambridge, Massachusetts on January 28, 2021.

Authorized U.S. Representative

MERUS US, INC.

By: /s/ Sven A. Lundberg

Name: Sven (Bill) Ante Lundberg

Title: President and Chief Executive Officer

ATTORNEYS • CIVIL LAW NOTARIES • TAX ADVISERS

P.O. Box 7113
1007 JC Amsterdam
Beethovenstraat 400
1082 PR Amsterdam
T +31 20 71 71 000
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Amsterdam, January 28, 2021.

To the Company

Dear addressee,

We have acted as legal counsel as to Dutch law to the Company in connection with the Registration Statement and the filing thereof with the SEC. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The section headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is addressed solely to you. This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document.

In rendering the opinions expressed in this opinion letter, we have exclusively reviewed and relied upon the Registration Statement and pdf copies of the Corporate Documents and we have assumed that any issuance of Registered Shares shall be effected for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Corporate Documents subsequent to the date of this opinion letter.

This communication is confidential and may be subject to professional privilege. All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

Amsterdam
Brussels
London
Luxemburg
New York
Rotterdam

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

- a. each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
- b. each of the Deed of Incorporation and the Deed of Conversion is a valid notarial deed and the Deed of Incorporation has been executed on the basis of a valid declaration of no objection (*verklaring van geen bezwaar*);
- c. the Current Articles are the Articles of Association in force and effect;
- d. the authorized share capital (*maatschappelijk kapitaal*) of the Company allows for the issuance of the Registered Shares;
- e. the Company has not (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign (except pursuant to the Deed of Conversion), (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*) or, granted a suspension of payments (*surseance van betaling verleend*), or (vi) been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets. The Extract and our inquiries of today with the Insolvency

Registers support the items (i) through (v) (except for any statutory proceedings for the restructuring of debts that have not been made public (*besloten akkoordprocedure*) or not yet been made public) of this assumption on the date of this opinion letter. However, this information does not constitute conclusive evidence that the events set out in items (i) through (v) have not occurred;

- f. any Registered Shares shall have been issued, and any pre-emption rights in connection therewith shall have been excluded, pursuant to resolutions validly passed by the corporate body (*orgaan*) of the Company duly authorized to do so;
- g. the issue or purchase price for any Registered Shares shall have been satisfied in cash in full and shall have been received and accepted by the Company ultimately upon the issuance of such Registered Shares and, where relevant, the Company shall have consented to payment on Registered Shares in a currency other than Euro;
- h. the works council (*ondernemingsraad*) of the Company shall not have a right to give its advice (*heeft geen adviesrecht*) in respect of the issuance of Registered Shares;
- i. no Registered Shares shall be offered to the public in the European Economic Area; and
- j. at each Relevant Moment, each of the assumptions made in this opinion letter will be correct in all aspects by reference to the facts and circumstances then existing.

Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

Corporate Status

- 1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

Registered Shares

- 2. Subject to receipt by the Company of payment in full for the Registered Shares, and when issued by the Company and accepted by the acquiror(s) of such Registered Shares, the Registered Shares will be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. Opinion 1 must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be dissolved, inter alia by the competent court at the request of the company's board of directors, any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.
- B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Current Articles, we have no reason to believe that, by issuing Registered Shares, the Company would transgress the description of the objects contained in the Current Articles. However, we cannot assess whether there are other relevant circumstances that must be taken into account, in particular whether the interests of the Company are served by issuing Registered Shares since this is a matter of fact.
- C. The opinions expressed in this opinion letter may be limited or affected by:
 - a. any applicable bankruptcy, insolvency, reorganisation, moratorium or other similar laws or procedures now or hereafter in effect, relating to or affecting the enforcement or protection of creditors' rights generally;
 - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;

- c. claims based on tort (*onrechtmatige daad*);
 - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
 - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
 - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
 - g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opschorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwaling*)) or a difference of intention (*wil*) and declaration (*verklaring*), set-off (*verrekening*), and other defences afforded by Dutch law to obligors general.
- D. The term “non-assessable” has no equivalent in the Dutch language and for purposes of this opinion letter such term should be interpreted to mean that a holder of a Common Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Common Share.
- E. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and also consent to the reference to NautaDutilh in the Registration Statement under the caption “Legal Matters”. In giving this consent we do not admit or imply that we are a person whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.

**EXHIBIT A
LIST OF DEFINITIONS**

“Anti-Boycott Regulation”	The Council Regulation (EC) No 2271/96 of 22 November 1996 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom.
“Anti-Money Laundering Laws”	The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act (<i>Wet ter voorkoming van witwassen en financieren van terrorisme</i>) and the Dutch Criminal Code (<i>Wetboek van Strafrecht</i>).
“Articles of Association”	The Company’s articles of association (<i>statuten</i>) as they read from time to time.
“Commercial Register”	The Dutch Commercial Register (<i>handelsregister</i>).
“Common Shares”	Common shares in the Company’s capital, with a nominal value of EUR 0.09 each.
“Company”	Merus N.V., a public company with limited liability (<i>naamloze vennootschap</i>), registered with the Commercial Register under number 30189136.
“Corporate Documents”	The Deed of Incorporation, the Deed of Conversion, the Deed of Amendment, the Current Articles and the Extract.
“Current Articles”	The Articles of Association as they read immediately after the execution of the Deed of Amendment.
“DCC”	The Dutch Civil Code (<i>Burgerlijk Wetboek</i>).
“Deed of Amendment”	The deed of amendment to the articles of association of the Company, dated December 6, 2019.

“Deed of Conversion”	The deed of conversion and amendment to the articles of association of the Company, dated May 19, 2016.
“Deed of Incorporation”	The deed of incorporation (<i>akte van oprichting</i>) of the Company, dated June 16, 2003.
“Extract”	An extract from the Commercial Register relating to the Company, dated the date of this opinion letter.
“Insolvency Registers”	The online central insolvency register (<i>Centraal Insolventie Register</i>) and the online EU Insolvency Register (<i>Centraal Insolventie Register-EU Registraties</i>) held by the Council for the Administration of Justice (<i>Raad voor de Rechtspraak</i>).
“NautaDutilh”	NautaDutilh N.V.
“Registered Shares”	The Common Shares registered pursuant to the Registration Statement.
“Registration Statement”	The Company’s registration statement on Form S-3MEF filed or to be filed with the SEC in connection with the registration of the Registered Shares on or about the date of this opinion letter, in the form reviewed by us.
“Relevant Moment”	Each time when any Registered Securities are issued by the Company.
“SEC”	The United States Securities and Exchange Commission.
“the Netherlands”	The European territory of the Kingdom of the Netherlands and “ Dutch ” is in or of the Netherlands.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Merus N.V.

We consent to the use of our report dated March 16, 2020, with respect to the consolidated balance sheets of Merus N.V. as of December 31, 2019 and 2018, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes incorporated herein by reference and to the reference to our firm under the heading 'Experts' in the prospectus.

/s/ KPMG Accountants N.V.

Rotterdam, the Netherlands
January 28, 2021