

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Shuman Harry</u>  (Last) (First) (Middle) C/O MERUS N.V. UPPSALALAAAN 17  (Street) UTRECHT P7 3584 CT  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Merus N.V. [ MRUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP Controller, PAO
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/20/2024		M		2,500	A	(1)	9,502	D	
Common Shares	08/20/2024		S		2,500	D	\$54	7,002	D	
Common Shares	08/21/2024		M		2,500	A	(2)	9,502	D	
Common Shares	08/21/2024		S		2,500	D	\$54	7,002	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Share Option (right to buy)	\$18.61 <sup>(1)</sup>	08/20/2024		M		2,500	(3)	02/14/2030	Common Shares	2,500	\$0	10,200	D	
Share Option (right to buy)	\$24.43 <sup>(2)</sup>	08/21/2024		M		2,500	(4)	02/16/2031	Common Shares	2,500	\$0	15,500	D	

**Explanation of Responses:**

- Represents the exercise price of the options originally granted on February 14, 2020.
- Represents the exercise price of the options originally granted on February 16, 2021.
- Options vest over a four-year period from January 1, 2020. 25% vest on January 1, 2021 and in 36 equal monthly installments thereafter.
- Options vest over a four-year period from January 1, 2021. 25% vest on January 1, 2022 and in 36 equal monthly installments thereafter.

/s/ Peter Silverman as attorney- 08/22/2024  
in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.