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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 9, 2020

MERUS N.V.
(Exact name of registrant as specified in its charter)

The Netherlands	001-37773	Not Applicable
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

Yalelaan 62
3584 CM Utrecht
The Netherlands
(Address of principal executive offices) (Zip Code)

+31 85 016 2500
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, €0.09 nominal value per share	**MRUS**	**The Nasdaq Global Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 pursuant to Section 13(a) of the Exchange Act. ☒

Item 7.01 Regulation FD Disclosure.

On January 9, 2020, Merus N.V. (the "Company") posted an updated corporate slide presentation in the "Investors and Media" portion of its website at www.merus.nl including updates to its clinical program for MCLA-158. A copy of the slide presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing. The Company undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

The following exhibit relates to Item 7.01, which shall be deemed to be furnished, and not filed:

Exhibit No.	Description
99.1	Merus N.V. Corporate Slide Presentation as of January 9, 2020

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 hereunto duly authorized.

MERUS N.V.

Date: January 9, 2020

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

Exhibit 99.1

Merus

Closing In On Cancer

January 9, 2020

Disclaimer

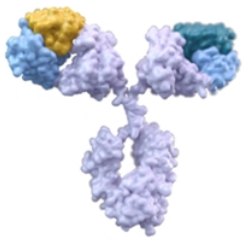
This presentation (including any oral commentary that accompanies this presentation) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this presentation that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the impact our Biclonics® platform can have on cancer, our product candidates' potential to treat certain types of tumors, the timing of regulatory filings and the timing and anticipated data read outs or results from our clinical trials and our collaborations. 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: we have incurred significant losses, are not currently profitable and may never become profitable; our need for additional funding, which may not be available and which may require us to restrict out operations or require us to relinquish rights to our technologies or 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 unproven approach to therapeutic intervention of our Biclonics® technology; our limited operating history; economic, political, regulatory and other risks involved with international operations; 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 adverse public reaction to the use of cancer immunotherapies; potential delays in enrollment of patients, which could affect the receipt of necessary regulatory approvals; failure to obtain marketing approval internationally; failure to compete successfully against other drug companies; potential competition from other drug companies if we fail to obtain orphan drug designation or maintain orphan drug exclusivity for our products; our reliance on third parties to conduct our clinical trials and the potential for those third parties to not perform satisfactorily; 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 being found invalid or unenforceable; potential lawsuits for infringement of third-party intellectual property; our ability to attract and retain key personnel; managing our growth could result in difficulties; and we may lose our foreign private issuer status and incur significant expenses as a result.

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 3, 2019, 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 presentation. Any such forward-looking statements represent management's estimates as of the date of this presentation. 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.

Merus

Merus: pioneering bispecific antibodies since 2006

4 clinical-stage bispecific antibodies in oncology



Designed by nature. Selected by Merus.

Sophisticated proprietary bispecific and trispecific technology platforms

Multiple clinical milestones anticipated in the next 12 months

Discovery of novel modes of action based on target combinations and functional screening

Fully integrated discovery-to-manufacturing bi-/tri-specific technology platforms

Merus

Merus clinical pipeline, near term milestones and program status

PROGRAM	TARGETS	INDICATION / DRUG COMBINATION	PRE-IND	PHASE 1	PHASE 2	MILESTONE/STATUS
MCLA-128	HER3 x HER2	NRG1 Solid tumors (monotherapy)				Update expected around end of 2020
		Metastatic Breast (combination in 2 cohorts)				Phase 2 Results in 2020
MCLA-117	CLEC12A x CD3	Acute Myeloid Leukemia (AML)				Initial Data 1H 2020
MCLA-158	Lgr5 x EGFR	Solid tumors				Phase 1 Trial Ongoing
MCLA-145	CD137 x PD-L1	Solid tumors Incyte (ex- U.S.)				Phase 1 Trial Ongoing
MCLA-129	EGFR x c-MET	Solid tumors BETTA PHARMACEUTICALS (China)				IND Enabling Studies Ongoing
ONO-4685	PD-1 x CD3	Autoimmune disease ONO				Phase 1 Trial Ongoing
....	Undisclosed	Autoimmune disease ONO				

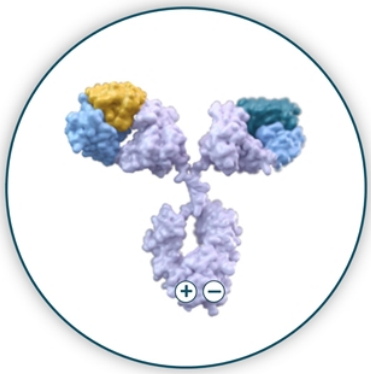
Merus

Biclonics® — designed to look and perform like natural human antibodies

BICLONICS® - leveraging the attractive characteristics of natural antibodies

Merus' Bispecific Antibodies are produced by a single cell

Common Light Chain
for 'unforced', natural pairing with 2 different heavy chains



IgG Format
for efficient manufacturing and predictable *in vivo* behavior

Electrostatic attraction
to efficiently drive formation of Biclonics®

Fc Modifications
for Improved functionality (ADCC or silencing)

Merus

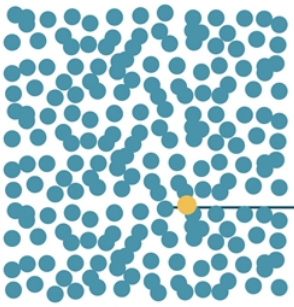
Biclonics® — Selected in functional assays for differentiated activity

HUMAN ANTIBODY GENERATION

MeMo®
Transgenic Mouse

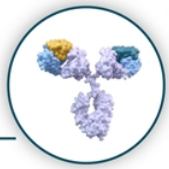
We use a proprietary transgenic mouse to generate panels of high-quality human antibodies

PANEL GENERATION



We can create up to 1,000 Biclonics® against any target pair of choice

FUNCTIONAL SCREENING



We use large-scale functional screening in cell-based assays to identify Biclonics® with novel modes of action

Merus

Clinical Programs
MCLA-128

HER2 x HER3 Biclonics®

Merus

MCLA-128

Blocks primary tumor cell growth and escape to HER2/EGFR targeted therapy

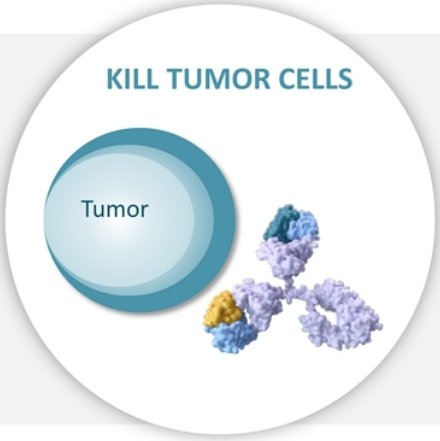
Unique DOCK & BLOCK® mechanism of action potently inhibits neuregulin (NRG)-driven tumor growth

Block HER3

Blocks HER3 signaling even in high neuregulin tumor environments

Enhanced ADCC

Mediates tumor elimination by immune killer cells



Dock HER2

Docks to HER2 expressed on tumor cells to efficiently block HER2:HER3 dimer formation

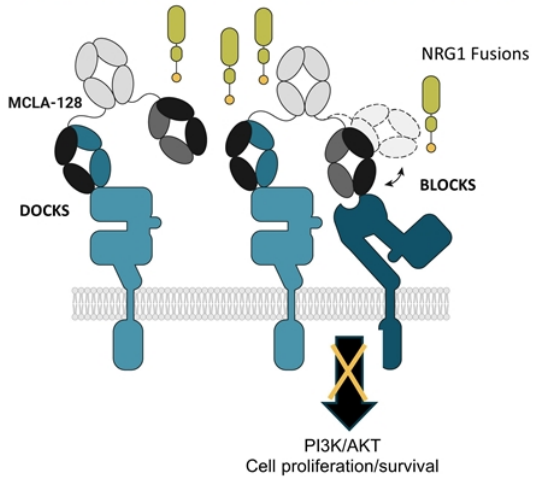
Combination

Combinations with HER2 targeted therapies possible

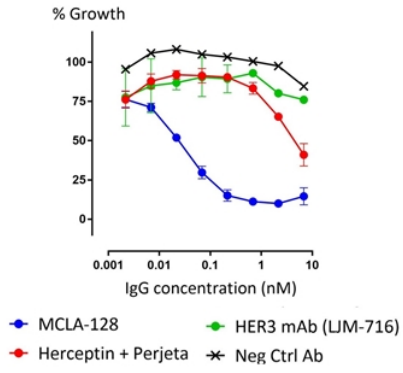
Merus

Preclinical efficacy demonstrated, well-tolerated in patients

DOCK ONTO HER2 & BLOCK NRG1 -DRIVEN HER/HER3 DIMER FORMATION



SUPERIOR ACTIVITY SHOWN IN PRECLINICAL MODELS



SAFETY AND TOLERABILITY IN PHASE 1/2 TRIAL

117 PATIENTS EVALUATED*

MCLA-128 Dosing: 750 mg ranging from q1w-q3w

- Single agent well tolerated
- Low risk for immunogenicity

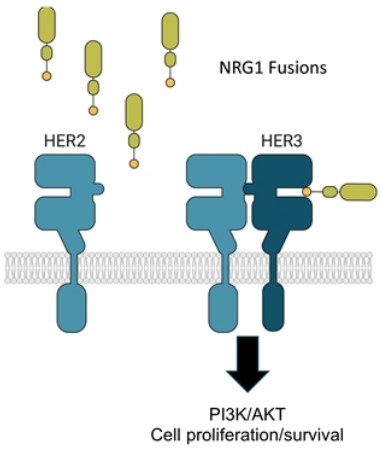
Please Refer to https://merus.nl/publications/ for full data presented. Refer to ASCO poster 2018 and AACR-NCI-EORTC International Conference on Molecular Targets and Cancer Therapeutics 2019

* As of Jan. 2019

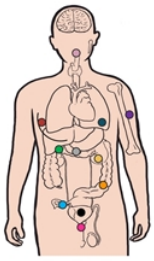
Merus

Novel therapeutic paradigm for *NRG1* Fusion cancers

NRG1 FUSIONS STIMULATE TUMOR CELL GROWTH



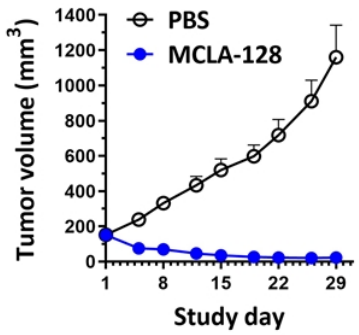
NRG1 FUSIONS ARE FOUND ACROSS MULTIPLE SOLID TUMOR TYPES



- Lung
- Breast
- Kidney
- Gallbladder
- Pancreas
- Prostate
- Ovarian
- Sarcoma
- Bladder
- Colorectal
- Nasopharyngeal

Tumor type	Estimated Incidence (%)
Lung	0.3 – 3.0
Pancreas	0.5 – 1.5
Other	< 1.0

MCLA-128 BLOCKS TUMOR GROWTH IN NRG1 FUSION PDX MODEL



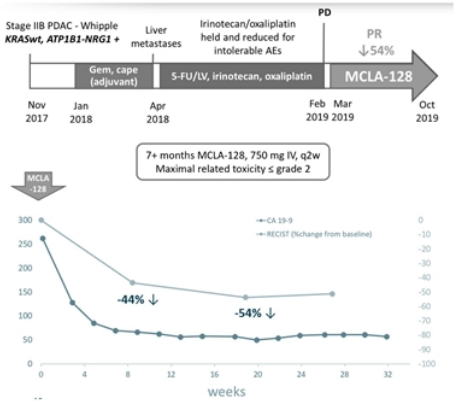
Projections of NRG1 Fusions occurrence (incidence) are based on limited published information

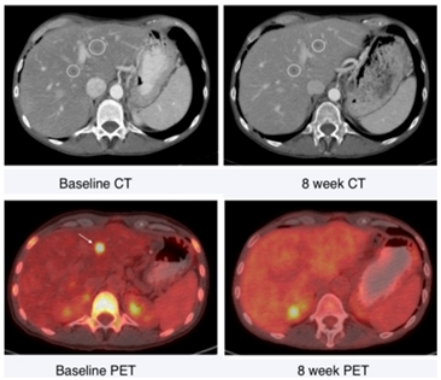
Merus

Active in NRG1 fusion^{POS} cancers

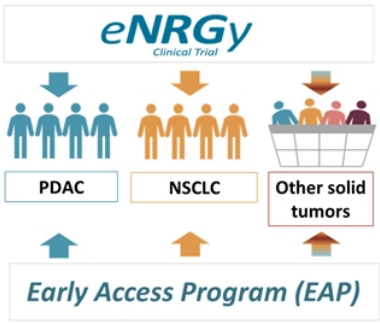
Clinical Proof of Concept Established

PDAC (ATP1B1-NRG1): 52-year-old male*





Clinical Trial Ongoing

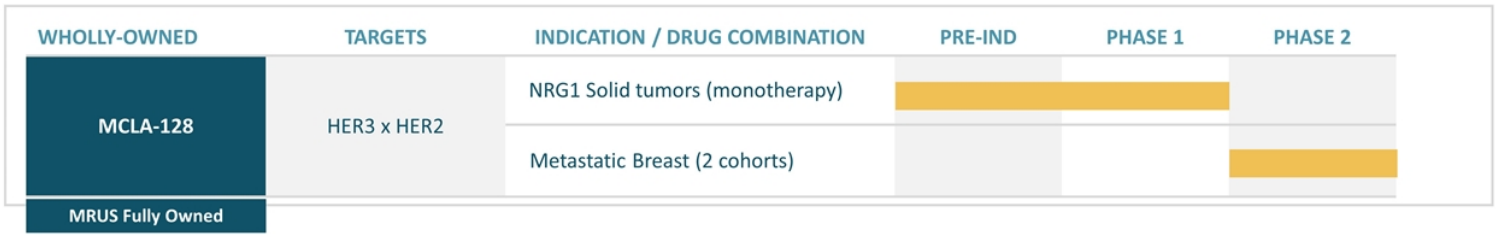


* Data was presented on October 27, 2019, at the AACR-NCI-EORTC International Conference on Molecular Targets and Cancer Therapeutics by investigators from the Memorial Sloan Kettering Cancer Center in a presentation titled "Clinical proof-of-concept for MCLA-128, a bispecific HER2/3 antibody therapy, in NRG1 fusion-positive cancers"

Merus

MCLA-128

Phase 1/2 in NRG1 solid tumors, Phase 2 in metastatic breast cancer (combo)



	DESIGN	ENDPOINTS	STATUS
NRG1 Solid Tumors (Monotherapy)	**Phase 1/2 Study** Cohort 1: NRG1+ Pancreatic cancer Cohort 2: NRG1+ NSCLC Cohort 3: NRG1+ Other solid tumors Dose: 750mg every 2 weeks	• Safety • Anti-tumor activity	• Enrollment ongoing
Metastatic Breast Cancer (MBC)	**Phase 2 Study in combination with 2 cohorts in MBC** Cohort 1: HER2+ (MCLA-128 + Herceptin + Chemo) Cohort 2: ER+/HER2^{low} (MCLA-128 + Hormone Therapy) Dose: 750mg every 3 weeks	• Clinical benefit at 24 weeks	• To be presented at a medical conference in 2020

Merus

Clinical Programs
MCLA-117

CD3 x CLEC12A Biclonics®

Merus

MCLA-117

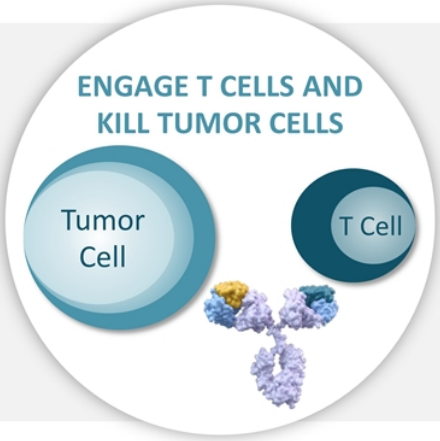
T cell engager for acute AML addressing a potential first-in-class target

MCLA-117 efficiently activates and redirects T cells to kill CLEC12A-expressing acute myeloid leukemia (stem) cells

CLEC12A

Expressed by tumor (stem) cells in ~ 90-95% of AML patients

Expression restricted to hematopoietic system = potential less off-tumor toxicity



CD3

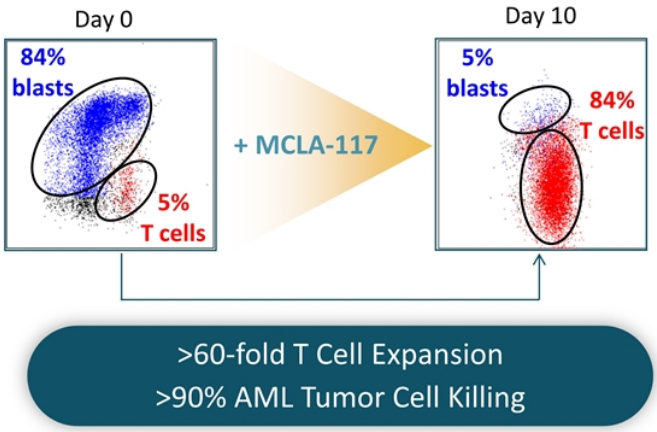
Low affinity CD3 arm and silenced Fc for controlled T cell activation to reduce toxicity and improve biodistribution

Merus

Potent activation of T cells in preclinical studies

- MCLA-117 efficiently activates and redirects T cells to kill CLEC12A-expressing AML(stem) cells
- Designed to spare the formation of platelets and red blood cells during therapy
- Active across AML patient subpopulations

MCLA-117 MEDIATED ACTIVATION OF T CELLS AND KILLING OF TUMOR CELLS



>60-fold T Cell Expansion
>90% AML Tumor Cell Killing

Merus

Phase 1 Trial

	TARGETS	INDICATION / DRUG COMBINATION	PRE-IND	PHASE 1	PHASE 2
MCLA-117	CLEC12A x CD3	Acute Myeloid Leukemia (AML)			

MRUS Fully Owned

DESIGN	ENDPOINTS	STATUS
Single-arm, open-label, dose escalation w/ safety dose expansion • Up to 50 patients with relapsed / refractory AML • Starting dose determined using MABEL dose escalation requirements • Protocol amended July 2019 to allow for the exploration of higher doses	• **Primary Endpoints:** safety, tolerability • **Secondary Endpoints:** PK/PD, anti-tumor response, clinical benefit	• Ongoing in Europe and the U.S. • Preliminary anti-tumor activity has been observed • Initial data expected at medical conference 1H 2020

Merus

Clinical Programs
MCLA-158

Lgr5 x EGFR Biclonics®

Merus

MCLA-158

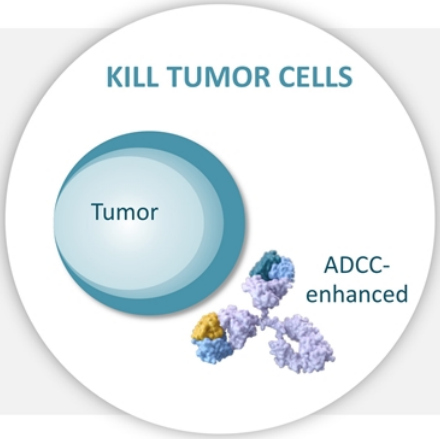
Potently blocks EGFR signaling in Wnt dysregulated solid tumors

Potential to be first colorectal cancer treatment to block growth of tumors with RAS mutations (~50% of patients), a high unmet need

Lgr5

Expressed by intestinal cancer initiating cells

Identified through Merus functional screening and organoid discovery methods



EGFR

Blocks growth in Wnt dysregulated tumors including RAS^{mut}

Preclinical data shows higher potency than Cetuximab

Merus

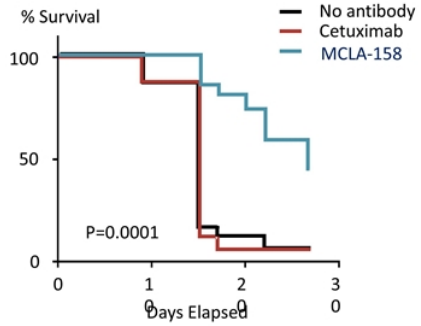
MCLA-158

Superior growth inhibition and selectivity of tumor versus healthy tissue

- MCLA-158 is active in xenograft models that are resistant to treatment with Cetuximab
- Unlike Cetuximab, MCLA-158 discriminates between organoids derived from tumor and healthy tissue

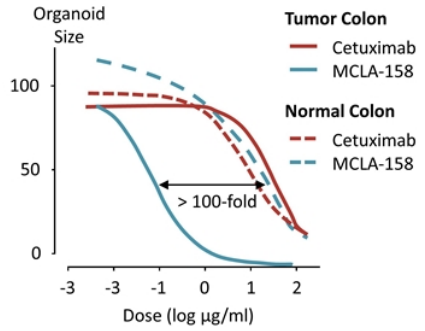
INHIBITION OF ORGANOID GROWTH

Superior **ACTIVITY** compared to Cetuximab



KILLING OF ORGANOIDS FROM TUMOR TISSUE

Superior **SELECTIVITY** for tumor-derived orgnoids



Merus

Phase 1 Trial

	TARGETS	INDICATION / DRUG COMBINATION	PRE-IND	PHASE 1	PHASE 2
MCLA-158	Lgr5 x EGFR	Solid tumors			

MRUS Fully Owned

DESIGN	ENDPOINTS	STATUS
Global open-label, multicenter dose escalation w/ safety dose expansion phase • Patients with solid tumors • Initial focus on metastatic colorectal cancer	• **Primary endpoint:** safety and tolerability of defined dose • **Secondary endpoint:** single-agent preliminary anti-tumor activity	• Dose escalation is ongoing. • Amended protocol to allow for the exploration of higher dose cohorts. • Acceptable safety profile with no observed dose limiting toxicities to date.

Merus

Clinical Programs
MCLA-145

CD137 x PD-L1 Biclonics®

Merus

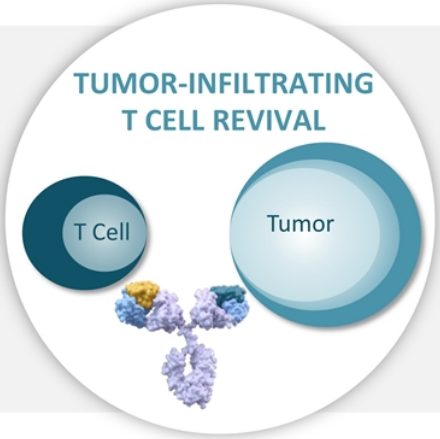
MCLA-145

Recruit, activate and prevent exhaustion of tumor-infiltrating T cells

Triple action for potent and durable T cell activation in the tumor micro-environment

CD137

Potent activation of tumor infiltrating T cells dependent on PD-L1 expressing tumor cells and macrophages



PD-L1

Targeting to PD-L1 positive cells in the tumor

Blocking of T cell inhibitory PD-1/ PD-L1 interactions in tumor

Attracting T cells into the tumor

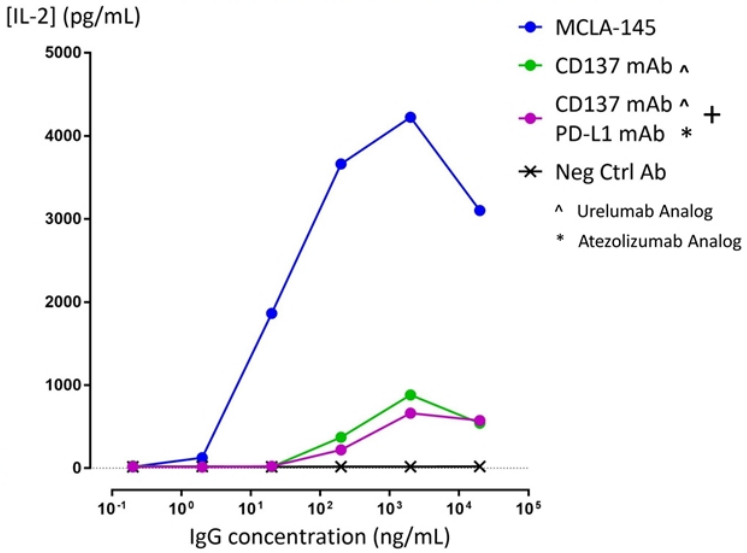
Merus

Demonstrated Potent T Cell Activation

- Binds to PD-L1 and CD137
- Preclinical work demonstrates
  - recruitment of T cells into the tumor
  - blocking of inhibitory PD-1/PD-L1 axis
  - potent T cell activation
- Potential to overcome the known side effects of CD137 agonists in development

MCLA-145 preclinical data presented at AACR 2019

PRIMARY T CELL TRANSACTIVATION ASSAY



Merus

MCLA-145

Phase 1 trial initiated in May 2019

	TARGETS	INDICATION / DRUG COMBINATION	PRE-IND	PHASE 1	PHASE 2
MCLA-145	CD137 x PD-L1	Solid tumors			

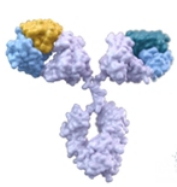
Merus US Rights
Incyte ex-US Rights

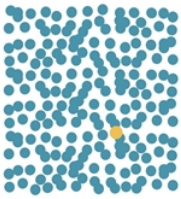
DESIGN	ENDPOINTS	STATUS
Global open-label, multicenter dose escalation with dose expansion phase • Patients with advanced solid tumors	• **Primary endpoint:** dose finding, safety and tolerability • **Secondary endpoint:** single-agent preliminary activity	• IND cleared January 2019 • First patient dosed May 9, 2019

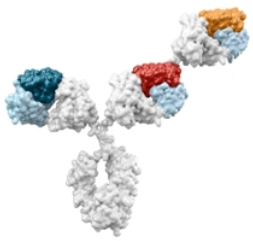
Merus

The new Triclonics™ platform for additional differentiated modes of action

The BICLONICS® Beginning
Our existing foundation…







Designed by nature.
Improved by Merus.

Next Generation TRICLONICS™ Platform
for 2 or 3 different targets

Common light chain for unforced pairing with 3 (different) V_H regions

Linker diversity for added functionality

1:1:1 or 2:1 format for new biology/modes of action

Merus

Merus

Closing In On Cancer