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 May 2019

Commission File Number: 001-37773

Merus N.V.
(Translation of registrant's name into English)

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 May 30, 2019, Merus N.V. (the “Company”) issued a press release (the “Press Release”) announcing the Company’s financial results for the three months ended March 31, 2019.

The unaudited financial statements of the Company as of and for the three months ended March 31, 2019 are furnished herewith as Exhibit 1 to this Report on Form 6-K and the Press Release is furnished herewith as Exhibit 2 to this Report on Form 6-K.

Exhibit 1 to this Report on Form 6-K is 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. as of and for the three months ended March 31, 2019.
2	Press Release of Merus N.V., announcing the Company's unaudited consolidated financial results for the three months ended March 31, 2019, dated May 30, 2019.

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: May 30, 2019

By: /s/ Ton Logtenberg
Name: Ton Logtenberg
Title: President, Chief Executive Officer and Principal Financial Officer

Merus N.V.

Unaudited Condensed Consolidated Statement of Financial Position

	Note	March 31, 2019	December 31, 2018
		(euros in thousands)	
Non-current assets			
Property, plant and equipment, net		**2,512**	2,420
Lease right-of-use assets	9	**2,596**	—
Intangible assets, net		**2,398**	2,445
Non-current investments	5	**13,752**	16,945
Other assets		**649**	1,075
		21,907	22,885
Current assets			
Taxes and social security assets	6	**675**	—
Trade and other receivables	6	**8,282**	7,032
Current investments	5	**41,834**	44,855
Cash and cash equivalents		**139,705**	143,747
		190,496	195,634
Total assets		**212,403**	218,519
Shareholders' equity	10		
Issued and paid-in capital		**2,104**	2,102
Share premium account		**264,877**	264,854
Accumulated loss		**(180,014)**	(175,085)
Total shareholders' equity		**86,967**	91,871
Non-current liabilities			
Deferred revenue	8	**93,853**	97,675
Other liabilities	9	**1,799**	—
		95,652	97,675
Current liabilities			
Trade payables		**3,602**	3,819
Taxes and social security liabilities		**69**	256
Deferred revenue	8	**17,326**	16,934
Other liabilities and accruals	7	**8,787**	7,964
		29,784	28,973
Total liabilities		**125,436**	126,648
Total shareholders' equity and liabilities		**212,403**	218,519

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

Merus N.V.

Unaudited Condensed Consolidated Statement of Profit or Loss and Comprehensive Loss

	Note	Three months ended March 31, 2019	2018
		(euros in thousands, except per share and share data)	
Revenue	11	**7,702**	9,921
Research and development costs		**(10,371)**	(10,298)
Management and administration costs		**(1,936)**	(2,852)
Other expenses		**(4,004)**	(2,686)
Total operating expenses	12	**(16,311)**	(15,836)
Operating result		**(8,609)**	(5,915)
Finance income		**2,506**	340
Finance cost		**(35)**	(2,806)
Net finance income (expense)	14	**2,471**	(2,466)
Result before taxation		**(6,138)**	(8,381)
Income tax expense		**(66)**	(52)
Result after taxation		**(6,204)**	(8,433)
Other comprehensive income			
Exchange differences from the translation of foreign operations		**23**	(15)
Total other comprehensive income for the period		**23**	(15)
Total comprehensive loss for the period		**(6,181)**	(8,448)
Loss per share - basic and diluted*		**(0.26)**	(0.40)
Weighted average shares outstanding - basic and diluted*		**23,373,054**	20,984,663

* 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 are equal.

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

Merus N.V.

Unaudited Condensed Consolidated Statement of Changes in Shareholders' Equity

	Note	Common share capital	Common share premium	Accumulated loss	Total shareholders' equity
			(euros in thousands)		
Balance at January 1, 2018, as previously reported		**1,749**	**213,618**	**(158,775)**	**56,592**
Result after taxation for the period		—	—	(8,433)	(8,433)
Other comprehensive income		—	—	(15)	(15)
Total comprehensive loss for the period		**—**	**—**	**(8,448)**	**(8,448)**
Transactions with owners of the Company:					
Issuance of shares (net)	10	287	44,491	—	44,778
Equity settled share-based payments	10	—	—	2,445	2,445
Total contributions by owners		**287**	**44,491**	**2,445**	**47,223**
Balance at March 31, 2018		**2,036**	**258,109**	**(164,778)**	**95,367**
Balance at January 1, 2019		**2,102**	**264,854**	**(175,085)**	**91,871**
Result after taxation for the period		—	—	(6,204)	(6,204)
Other comprehensive income		—	—	23	23
Total comprehensive loss for the period		**—**	**—**	**(6,181)**	**(6,181)**
Transactions with owners of the Company:					
Issuance of shares (net)	10	2	23	—	25
Equity settled share-based payments	10	—	—	1,252	1,252
Total contributions by owners		2	23	1,252	1,277
Balance at March 31, 2019		**2,104**	**264,877**	**(180,014)**	**86,967**

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

Merus N.V.

Unaudited Condensed Consolidated Statement of Cash Flows

	Note	Three months ended March 31, 2019	2018
		(euros in thousands)	
Cash flows from operating activities			
Result after taxation		**(6,204)**	(8,433)
Adjustments for:			
Unrealized foreign exchange results	14	**(1,869)**	2,562
Depreciation and amortization		**473**	98
Share-based payment expenses	10	**1,252**	2,445
Other non-cash adjustments		**(700)**	(340)
		(7,048)	(3,668)
Changes in operating assets and liabilities:			
Taxes and social security assets	6	**(675)**	(924)
Trade and other receivables	6	**(1,174)**	(7,052)
Other assets		**426**	(8)
Trade payables		**(217)**	2,488
Other liabilities and accruals	7	**174**	(2,388)
Deferred revenue	8	**(3,430)**	(1,464)
Taxes and social security liabilities		**(187)**	(3)
		(12,131)	(13,019)
Interest paid	14	**(35)**	—
Net cash used in operating activities		**(12,166)**	(13,019)
Cash flow from investing activities			
Purchases of investments	5	**(9,945)**	(24,254)
Proceeds from investment maturities	5	**17,333**	8,516
Acquisition of property, plant and equipment		**(435)**	(176)
Interest received	6,14	**476**	281
Net cash provided by (used in) investing activities		**7,429**	(15,633)
Cash flow from financing activities			
Proceeds from issuing shares, net of issuance costs	10	**1**	44,778
Proceeds from share option exercises	10	**24**	—
Payment of lease liabilities		**(231)**	—
Net cash provided by (used in) financing activities		**(206)**	44,778
Net increase (decrease) in cash and cash equivalents		**(4,943)**	16,126
Effects of exchange rate changes on cash and cash equivalents		**901**	(1,312)
Cash and cash equivalents as at beginning of period		**143,747**	149,678
Cash and cash equivalents as at end of period		**139,705**	164,492
Changes in accrued capital expenditures		**(168)**	(122)

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

1. General information

Nature of Business

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 at 139 Main St., Cambridge, Massachusetts, United States. These condensed consolidated interim financial statements as at and for the three months ended March 31, 2019, comprise Merus N.V. and Merus US, Inc. (collectively, the "Company").

Since inception, the Company has generated an accumulated loss of €180.0 million as of March 31, 2019. 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 offerings, debt financings, or other sources, which may include collaborations with third parties and business development opportunities. 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. Therefore, the financial statements of the Company have been prepared on the basis of the going concern assumption.

Based on the Company's current operating plan, it expects that its existing cash and cash equivalents of €139.7 million and investments of €55.6 million as of March 31, 2019 will be sufficient to fund its operations into the second quarter of 2021.

Equity Offering

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, to the Investors at a purchase price equal to $18.0 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, or €44.8 million.

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, 2018, 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 below and 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 ("IAS") 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 consolidated financial statements included in its annual report on Form 20-F for the year ended December 31, 2018. 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 upon 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 months ended March 31, 2019 are not necessarily indicative of operations to be expected for the full fiscal year ending December 31, 2019.

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.

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 unaudited condensed consolidated statement of cash flows as well as the unaudited condensed consolidated statement of financial position, cash and cash equivalents include deposits held with financial institutions with a maturity of three months or less from the date of acquisition. Cash and cash equivalents include €65.4 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 accounts for revenue in accordance with IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"). This standard applies to all contracts with customers, except for contracts that are within the scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments.

The terms of the contracts within the scope of IFRS 15 may contain multiple promised goods and services, which often include license rights to certain of the Company's product candidates and research and development ("R&D") activities. Payments under such agreements include: (i) upfront nonrefundable license fees; (ii) payments for R&D services performed by the Company, including reimbursement for certain external costs; (iii) payments based upon the achievement of certain development, regulatory and commercial milestones; and (iv) royalties on net product sales, if any.

Under IFRS 15, the Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company recognizes revenue following the five-step model prescribed under IFRS 15: (i) identification of the contract(s) with the customer; (ii) identification of the performance obligations; (iii) determination of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

In order to account for contracts with customers, the Company identifies the promised goods or services in the contract and evaluates whether such promised goods or services represent performance obligations. The Company accounts for those components as separate performance obligations when the following criteria are met: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer, and (ii) the Company's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract. This evaluation requires subjective determinations and requires the Company to make judgments about the promised goods and services and whether such goods and services are separable from the other aspects of the contractual relationship. In determining the performance obligations,

the Company evaluates certain criteria, including whether the promised good or service is capable of being distinct and whether such good or service is distinct within the context of the contract, based on consideration of the relevant facts and circumstances for each arrangement. Factors considered in this determination include the research, manufacturing and commercialization capabilities of the customer; the availability of research and manufacturing expertise in the general marketplace; and the level of integration, interrelation, and interdependence among the promises to transfer goods or services.

The transaction price is allocated among the performance obligations using the relative selling price method and the applicable revenue recognition criteria are applied to each of the separate performance obligations. At contract inception, the Company determines the standalone selling price for each performance obligation identified in the contract. If an observable price of the promised good or service sold separately is not readily available, the Company utilizes assumptions that require judgment to estimate the standalone selling price, which may include development timelines, probabilities of technical and regulatory success, reimbursement rates for personnel costs, forecasted revenues, potential limitations to the selling price of the product, expected technological life of the product and discount rates.

Upfront License Payments

If the license to the Company's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Company recognizes revenue allocated to the license when the license is transferred to the customer and the customer is able to use and benefit from the license. For licenses that are not distinct and bundled with other performance obligations, the Company utilizes judgment to assess 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 purposes of recognizing revenue from the combined performance obligation. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Milestones

At the inception of each arrangement that includes pre-commercial milestone payments, the Company evaluates whether the milestones are considered probable of being reached and estimates the amount to be included in the transaction price using the most likely amount method. If it is probable that a significant cumulative revenue reversal would not occur, the associated milestone value is included in the transaction price. Milestone payments that are not within the Company's control, such as regulatory approvals, are not considered probable of being achieved until the uncertainty related to the milestone is resolved. The transaction price is then allocated to each performance obligation on a relative selling price basis, for which the Company recognizes revenue as or when the performance obligations under the contract are satisfied. Any such adjustments are recorded on a cumulative catch-up basis, which affects revenue in the period of adjustment. At the end of each subsequent reporting period, the Company reevaluates the probability of achievement of such development milestones and any related constraint, and if necessary, adjusts its estimate of the overall transaction price.

Royalties

For arrangements that include sales-based royalties, including milestone payments based on the level of sales, and where 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 royalty revenue.

R&D Cost Reimbursement

R&D cost reimbursement revenue, which is typically related to reimbursements from customers for the Company's performance of R&D services under the respective agreements, is recognized on the basis of labor hours valued at a contractually agreed rate. R&D cost reimbursement revenue also includes reimbursements for related out-of-pocket expenses and third-party costs. R&D cost reimbursement revenue is recognized in the same period as the costs for which they are intended to compensate.

The Company typically acts as the principal under such arrangements and, therefore, records these reimbursements on a gross basis. The impact of the new revenue standard IFRS 15 was also assessed for the instances under the ONO Pharmaceutical Co., Ltd. ("ONO") research and license agreement where the Company acts as an agent. The Company concluded that no control was obtained for these pass-through arrangements to reimburse costs under the ONO research and license agreement and as such the cost reimbursements were netted in R&D instead of being recognized as revenue.

Costs of Obtaining a Contract with a Customer

The Company capitalizes the incremental costs of obtaining a contract with a customer if it expects to recover those costs. To date, the Company has not capitalized any incremental costs for obtaining a contract.

Government Grants

The Company receives certain government and regional grants, which support its research efforts in defined projects, and include contributions towards the R&D cost. 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.

Leases

Effective January 1, 2019, the Company adopted IFRS 16, *Leases* ("IFRS 16"). This standard applies to all leases, including leases of right-of-use assets in a sublease, except for leases that are within the scope of other standards, such as licenses of intellectual property, service concession arrangements and rights held by a lessee under licensing agreements.

IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments.

Determining whether an Arrangement Contains a Lease

At inception of an arrangement, the Company determines whether the arrangement conveys the right to control the use of an identified asset for a period in exchange for consideration, in which case the arrangement is, or contains, a lease.

At inception or on reassessment of an arrangement that contains a lease, the Company allocates the consideration in the arrangement to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. However, for non-real estate leases, the Company has elected not to separate non-lease components and accounts for the lease and non-lease components as a single lease component.

Lease Assets and Lease Liabilities

The Company recognizes a right-of-use asset ("lease asset") and a lease liability at the lease commencement date. The lease asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to restore the underlying asset, less any lease incentives received. Subsequent to initial recognition, the lease asset is depreciated from the commencement date to the earlier of the end of the useful life of the lease asset or the end of the lease term. Lease asset depreciation expense is recognized as an operating expense in the condensed consolidated statement of profit or loss and comprehensive loss.

The lease liability is initially measured at the present value of outstanding lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method and is remeasured when there is a change in future lease payments arising from a change in an index or rate. A corresponding adjustment is made to the carrying amount of the lease asset. Interest expense related to the Company's lease liabilities is recognized as a finance expense in the condensed consolidated statement of profit or loss and comprehensive loss.

Short-Term Leases and Low Value-Leases

The Company has elected not to recognize lease assets and lease liabilities for short-term leases (leases with a term of twelve months or less) and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an operating expense in its condensed consolidated statement of profit or loss and comprehensive loss over the lease term.

3. Recently Issued or Adopted 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 consolidated financial statements for the year ended December 31, 2018.

Newly Adopted International Financial Reporting Standards

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, which supersedes existing lease guidance. Prior to the adoption of IFRS 16, the Company classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. A lease asset and lease liability were recognized for those leases classified as finance leases. Operating leases were not recognized in the Company's statement of financial position. IFRS 16 established a right-of-use model that requires all lessees to recognize a lease asset and a lease liability in their statement of financial position that arise from leases with a term that is greater than twelve months. IFRS 16 was effective for annual and interim reporting periods beginning on or after January 1, 2019 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 Company adopted IFRS 16 on January 1, 2019, using a modified retrospective transition approach applied to leases existing as of, or entered into after, January 1, 2019. The Company elected to utilize the package of practical expedients available for expired or existing contracts, which allowed the Company to carryforward historical assessments of whether contracts are or contain leases, lease classification and accounting for initial direct costs. In addition, the Company elected the practical expedients related to the recognition exemption for short-term leases and low-value leases. The adoption of this standard results in leases being recognized in the consolidated statement of financial position, except for short-term leases and low-value leases. See Note 9 for further details.

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 consolidated 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;

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

(g) the expected share option forfeitures.

The estimated fair value of each share option granted is 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 is 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, is 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 10 to the interim consolidated 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 through March 31, 2019. Therefore, all development expenditures relating to internally generated intangible assets during the three months ended March 31, 2019 were expensed as incurred.

Income taxes

As of March 31, 2019, deferred tax assets have not been recognized in respect of tax losses and deductible temporary differences. The Company agreed with the Dutch tax authorities in November 2018 that the $120.0 million upfront license fee received from Incyte Corporation ("Incyte") will be fully recognized in 2017 for Dutch corporate income tax purposes. Therefore, at the balance sheet date, there is no convincing evidence that sufficient taxable profit will be available against which the tax losses and deductible temporary differences can be utilized.

Merus US, Inc., which is incorporated in the U.S. 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 months ended March 31, 2019 and March 31, 2018. No cash was paid for income taxes during the three months ended March 31, 2019 or March 31, 2018.

Revenue recognition

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

Accrual of R&D expenses

R&D expenses represent costs that primarily include: (i) payroll and related costs (including share-based payment expenses) associated with R&D 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 R&D expenses. R&D expenses are recognized in the consolidated statement of profit or loss and comprehensive loss as incurred and have no alternative future uses.

As part of the process of preparing its consolidated financial statements, the Company is required to estimate certain of its R&D expenses, including estimates of third-party contract costs relating to preclinical studies and clinical trial activities and related contract manufacturing expenses. This process involves reviewing open contracts and purchase orders, communicating with R&D personnel to identify services that have been performed for the Company and estimating the level of service performed and the associated cost incurred for the service when the Company has not yet been invoiced or otherwise notified of the actual cost.

The majority of the Company's service providers invoice monthly in arrears for services performed or when contractual milestones are met. The Company makes estimates of its R&D expenses as of each reporting date in its consolidated financial statements based on facts and circumstances known to it at that time. The Company periodically confirms the accuracy of its estimates with the service providers to gauge the reasonableness of its estimates. Differences between actual and estimated expenses recorded have not been material and are adjusted for in the period in which they become known.

5. Investments

The Company classifies and accounts for its investments at amortized cost in accordance with IFRS 9, *Financial Instruments*.

The Company's investments include investments in commercial paper, debt securities issued by several public corporations and the U.S. 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 March 31, 2019 and December 31, 2018 consisted of the following:

	Balance as per	
	March 31, 2019	December 31, 2018
	(euros in thousands)	
Commercial paper	**16,551**	22,208
U.S. Treasury securities	**8,207**	6,733
Corporate fixed income bonds	**14,419**	14,185
Agency bonds	**2,657**	1,729
Current investments	**41,834**	44,855
Corporate fixed income bonds	**13,752**	16,945
Non-current investments	**13,752**	16,945
Total investments	**55,586**	61,800

During the three months ended March 31, 2019, the Company purchased investments totaling €9.9 million, which are held and denominated in U.S. dollars, and received proceeds of €17.3 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 €1.0 million as a component of finance income for the three months ended March 31, 2019.

6. Trade and Other Receivables

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

	Balance as per	
	March 31, 2019	December 31, 2018
	(euros in thousands)	
Trade receivables	**3,490**	2,690
Unbilled receivables	**82**	236
VAT receivable	**649**	891
Prepaid expenses	**2,529**	2,783
Prepaid pension costs	**819**	—
Interest receivable	**289**	213
Other receivables	**424**	219
	8,282	7,032

Trade and unbilled receivables relate primarily to invoicing for cost reimbursements relating to the Incyte collaboration and license agreement, ONO research and license agreements and Simcere research and license agreement. VAT receivable relates to a value added tax receivable from the Dutch tax authorities based on the tax application for the first quarter of 2019. The Company is evaluating if the benefits of claiming foreign VAT are favorable compared to the related costs and expects to finalize its assessment and reach a conclusion in 2019.

Prepaid expenses consist of expenses that were paid but are related to activities taking place in subsequent periods.

The WBSO (*afdrachtvermindering speur- en ontwikkelingswerk*) is a Dutch fiscal facility that provides subsidies to companies, knowledge centers and self-employed people who perform R&D activities (as defined in the WBSO Act). Under this act, a contribution is paid towards the labor costs of employees directly involved in R&D and other related expenditures. The contribution is in the form of a reduction of payroll taxes. Subsidies relating to labor costs are deferred and recognized in the consolidated statement of profit or loss and comprehensive loss as negative labor costs over the period necessary to match them with the labor costs that they are intended to compensate. As of March 31, 2019, the Company had a €0.7 million tax refund receivable relating to payroll taxes paid on research and development salaries incurred during the first quarter of 2019. The receivable is disclosed within taxes and social security assets in the unaudited condensed consolidated statement of financial position as of March 31, 2019.

7. Other Liabilities and Accruals

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

	Balance as per	
	March 31, 2019	**December 31, 2018**
	(euros in thousands)	
Audit fees	**88**	167
Personnel-related	**591**	560
Accrued bonus	**444**	1,523
Accrued R&D costs	**5,231**	4,409
Lease liabilities	**982**	—
IP legal fees	**375**	212
Subsidy advances received	**42**	42
Other accruals	**1,034**	1,051
	8,787	7,964

Accrued R&D costs relate to third-party contract costs for preclinical studies and clinical trial activities and related contract manufacturing expenses. The increase in R&D costs reflects the scope and timing of enrollment in the Company's clinical trials, higher contract manufacturing costs and expanded preclinical research efforts to support the Company's internal research programs as well as collaboration agreements.

Accrued bonuses relate to employee bonuses for the financial year 2019, which are expected to be paid out in February 2020. Financial year 2018 bonuses were paid in March 2019.

Lease liabilities relate to the current portion of lease liabilities recognized under IFRS 16. See Note 3 and Note 9 for further details.

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 revenue when the relevant reimbursable costs are incurred as services are performed.

8. Deferred Revenue

Deferred revenue as of March 31, 2019 and December 31, 2018 consisted of the following:

	Balance as per	
	March 31, 2019	**December 31, 2018**
	(euros in thousands)	
Deferred revenue – current portion	**17,326**	16,934
Deferred revenue	**93,853**	97,675
	111,179	114,609

Of the total deferred revenue balance at March 31, 2019, €108.6 million related to the Incyte collaboration and license agreement and a share subscription agreement (the "Incyte share subscription agreement") entered into by the Company with Incyte on December 20, 2016 (together, the "Incyte Agreements"), €1.8 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 €0.8 million related to the collaboration and license agreement entered into by the Company with Betta on December 10, 2018 (the "Betta collaboration and license agreement"). Of the total deferred revenue balance at December 31, 2018, €112.6 million related to the Incyte Agreements and €2.1 million related to the Simcere collaboration and license agreement.

Under the Incyte collaboration and license agreement, Incyte agreed to pay the Company a $120.0 million, or €112.0 million, non-refundable upfront payment, and under the Incyte 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 $80.0 million. In January 2017, the Company completed the sale of its common shares under the Incyte share subscription agreement and received the $80.0 million in aggregate purchase price. In February 2017, the Company received the $120.0 million, or €112.0 million, non-refundable upfront payment and recorded it as deferred revenue.

As the Incyte share subscription agreement was denominated in a foreign currency (U.S. dollars) other than the Company's functional currency (euro), the Company determined that the freestanding forward contract to sell its own shares at a future date, to which the Company became committed on December 20, 2016, did not qualify as equity and thus a freestanding forward contract (derivative asset) was recognized in the Company's consolidated statement of financial position. The difference between the purchase price of $25.00 per common share in the Incyte share subscription agreement and the market price of the Company's common shares on December 20, 2016 was considered to be part of the consideration received under the Incyte Agreements. As a result, on December 20, 2016, the Company recorded a liability (deferred revenue) of $32.6 million, or €31.4 million, in its consolidated statement of financial position for the same amount as the fair value of the freestanding forward contract (derivative asset). The deferred revenue liability is not remeasured subsequent to the initial recognition and is accounted for in the same manner as the non-refundable upfront payment.

The Company's fixed consideration under the Incyte Agreements is $152.6 million, or €143.4 million, consisting of the $120.0 million, or €112.0 million, non-refundable upfront payment from the Incyte collaboration and license agreement and $32.6 million, or €31.4 million, in consideration for the issuance and sale of common shares pursuant to the Incyte share subscription agreement. The transaction price was allocated to a single combined performance obligation that includes a license to the Company's technology combined with the Joint Steering Committee ("JSC") services during the research term. Revenue from upfront license payments under the Incyte collaboration and license agreement will be recognized as the Company satisfies the combined performance obligation, or over the nine-year research term, which is a period during which the Company has present enforceable obligation to provide JSC services.

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 to be produced by the Company utilizing the Company's Biclonics® technology platform in the area of immuno-oncology. The Company retains 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 ("IND") application 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. In addition, the Company received a payment of $0.8 million, or €0.6 million, relating to one of the programs, which was also recorded as deferred revenue.

The Company amortizes the upfront payment to revenue over time based on the estimated duration of each research program. As of March 31, 2019, the first and second research programs had commenced. For the three months ended March 31, 2019, the Company recognized revenue of €0.2 million relating to these two programs for the amortization of upfront and milestone payments. The third research program had not commenced as of March 31, 2019. Accordingly, no revenue has been recognized related to that research program.

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 a limited number of 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 R&D activities and be responsible for the payment of all costs and expenses for its own R&D 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, which were fully completed in 2018, and recognized all deferred payments received of approximately €1.2 million as revenue during the year ended December 31, 2018.

Under the Betta collaboration and license agreement, the Company granted Betta an exclusive license to develop and commercialize in China MCLA-129, a proprietary Biclonics® produced by its Biclonics® technology platform. The Company retains all rights outside of China. As part of the agreement, Betta has agreed to retain a contract manufacturing organization with experience in filing IND applications with U.S. regulatory authorities and Clinical Trial Applications with European regulatory authorities in order to produce clinical trial materials for the Chinese market and potentially the rest of the world. As a key strategic component of the collaboration, Betta will be responsible for IND-enabling studies and manufacturing of clinical trial materials in China, which the Company intends to use to assist regulatory filing and early stage clinical development in the rest of the world.

In addition to a non-refundable upfront payment of $1.0 million, or €0.9 million, paid to the Company by Betta in the first quarter of 2019, Betta and the Company will share equally the cost of the transfer of the manufacturing technology to a contract manufacturing organization. The Company is also eligible to receive an aggregate of $12.0 million, or €10.5 million, in milestone payments contingent upon Betta achieving certain specified development and commercial goals as well as tiered royalty payments of net sales of any products resulting from the collaboration in China.

The Company identified a single combined performance obligation, which includes a license to MCLA-129 and other promised goods and services and will recognize revenue over time based on the estimated duration of the IND-enabling studies. For the three months ended March 31, 2019, the Company recognized revenue of €0.1 million related to the amortization of the upfront payment.

Betta is eligible to receive from the Company an aggregate of $12.0 million, or €10.5 million, in milestone payments contingent upon the Company achieving certain specified development and commercial goals and is eligible to receive tiered royalty payments of net sales outside of China.

9. Leases

Merus N.V. 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. On May 1, 2018, Merus N.V. 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.

On January 1, 2019, the Company adopted IFRS 16 using a modified retrospective transition approach applied to leases existing as of, or entered into after, January 1, 2019 (see Note 3). The Company applied the standard only to leases that were previously identified as leases under existing lease guidance.

Adoption of the new standard resulted in the recognition of lease assets (lease right-of-use assets) of €2.8 million and lease liabilities (other current and non-current liabilities) of €3.0 million. To measure the lease liabilities at the date of initial application, the Company discounted the outstanding lease payments using its incremental borrowing rate at January 1, 2019 of 5.25%.

In March 2019, Merus US Inc. entered into a lease agreement for office space in Cambridge, Massachusetts. The lease commenced in the second quarter of 2019 and has a term of seven years. The lease assets and lease liabilities recognized on the balance sheet as of March 31, 2019 does not include the Cambridge, Massachusetts office lease.

10. 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 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 Regeneron

On December 20, 2018, the Company entered into a share subscription agreement (the "Regeneron Subscription Agreement") with Regeneron Pharmaceuticals, Inc. ("Regeneron"). Pursuant to the Regeneron Subscription Agreement, the Company agreed to sell an aggregate of 600,000 of its common shares to Regeneron at a purchase price equal to $25.00 per share. On December 21, 2018, the Company completed the sale under the Regeneron Subscription Agreement and received gross proceeds of $15.0 million, or €13.1 million. Accordingly, the Company recorded the common shares issued at the fair value of the underlying securities on the date of issuance. The difference between the total proceeds received of $15.0 million, or €13.1 million, and the aggregate value of common shares issued of $6.9 million, or €6.0 million, was recorded as a gain on litigation settlement (see Note 12) of $8.1 million, or €7.1 million, during the year ended December 31, 2018.

Issued and paid-in share capital

All issued shares have been fully paid in cash.

Common shares

At March 31, 2019 and 2018, a total of 23,379,655 and 22,620,635 common shares, respectively, were issued and fully paid in cash. The following is a tabular reconciliation of common shares outstanding for the three months ended March 31, 2019 and 2018.

	Three months ended March 31,	
	2019	**2018**
Common Shares outstanding at January 1,	**23,358,977**	19,429,848
Issued for cash	—	3,099,997
Exercise of common share options	**8,513**	34,041
Vesting of RSUs	**12,165**	56,749
Common shares outstanding at March 31,	**23,379,655**	22,620,635

Share Premium Reserve

The share premium reserve relates to amounts contributed by shareholders at the issue of shares in excess of the par 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 €1.3 million and €2.4 million in the three months ended March 31, 2019 and 2018, respectively. For details on the related share-based payment expenses recognized as employee benefit expenses see Note 13.

In June 2016, the Company established the 2016 Incentive Award Plan (the "2016 Plan"). Options granted under the 2016 Plan are exercisable once vested and 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 Share 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 under which 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 vest 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 three months ended March 31, 2019, the Company granted options to purchase 880,871 common shares with a grant date fair value of €8.7 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 934,359 common shares to 1,469,785 common shares effective January 1, 2019.

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

The fair value of the share options granted to employees and the Board of Directors has been measured using a binomial option pricing model. Share-based compensation is recognized as an expense based on the grant date fair value over the vesting period in accordance with each separate vesting tranche of the award granted, taking into consideration actual and expected forfeitures at each reporting date and at the respective vesting dates. 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 for the options granted during the three months ended March 31, 2019 were:

	Key Management Personnel (*euros*)	All Other Personnel (*euros*)
Fair value at grant date	6.23 – 7.60	6.23 – 7.15
Share price at grant date	9.83 – 12.49	9.83 – 11.35
Exercise price	9.83 – 12.49	9.83 – 11.35
Expected volatility (weighted-average)	87.89%	87.88%
Contractual life	10 years	10 years
Expected dividends	0%	0%
Risk-free interest rate (based on government bonds)	2.61%—2.74%	2.54%—2.65%

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 three months ended March 31, 2019:

	Weighted average exercise price *(euros)*	Number of options
Outstanding at January 1, 2019	14.62	2,633,039
Forfeited during the three months	20.36	(136,647)
Expired during the three months	18.55	(5,834)
Exercised during the three months	10.87	(8,513)
Granted during the three months	9.92	880,871
Outstanding at March 31, 2019	13.16	3,362,916
Exercisable at March 31, 2019	13.36	1,511,167

The options outstanding at March 31, 2019, had an exercise price in the range of €1.93 to €27.47 and a weighted-average remaining contractual life of 7.5 years. The weighted-average share price at the date of exercise for share options exercised during the three months ended March 31, 2019 was €10.87.

There were 3,362,916 outstanding share options at March 31, 2019, with a weighted average exercise price of €13.16.

The number of options outstanding by group of employees as of March 31, 2019, was as follows:

Group of employees entitled	March 31, 2019
Key management personnel	2,639,286
All other employees	723,630
Total	3,362,916

During the three months ended March 31, 2019, the Company did not grant any new RSUs. The following table summarizes the Company's RSU activity for the three months ended March 31, 2019:

	Weighted average grant price *(euros)*	Number of RSU's
Outstanding at January 1, 2019	20.03	101,302
Forfeited during the three months	—	—
Vested during the three months	20.03	(12,165)
Granted during the three months	—	—
Outstanding at March 31, 2019		89,137

11. 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	
	March 31, 2019	March 31, 2018
	(euros in thousands)	
Upfront payment amortization	**4,204**	4,837
R&D cost reimbursement	**2,424**	2,516
Milestone revenue	**1,074**	2,500
Revenue from contracts with customers	**7,702**	9,853
Income from grants on research projects	**—**	68
	7,702	9,921

For the three months ended March 31, 2019, the Company recognized amortization of €3.9 million on upfront payments related to the Incyte collaboration and license agreement, €0.2 million on upfront payments related to the Simcere collaboration and license agreement and €0.1 million on the upfront payment related to the Betta collaboration and license agreement. For the three months ended March 31, 2018, the Company recognized amortization of €3.9 million and €0.9 million on upfront payments related to its Incyte and ONO agreements, respectively.

For the three months ended March 31, 2019, the Company recognized €2.3 million of cost reimbursements in support of the Company's research and license agreement with Incyte, €0.1 million of cost reimbursements in support of the Company's research and license agreements with ONO and less than €0.1 million of cost reimbursements in support of the Company's research and license agreement with Betta. For the three months ended March 31, 2018, the Company recognized €2.4 million and €0.1 million of cost reimbursements in support of the Company's agreements with Incyte and ONO, respectively.

Milestone revenue consists of milestone payment amortization and research milestones achieved in support of the Company's research and license agreements with ONO and Simcere. For the three months ended March 31, 2019 the Company recognized an aggregate of €1.0 million in research milestones under its ONO agreements and €0.1 million in research milestone payment amortization under its Simcere agreement. The Company did not recognize any revenue relating to research milestones under its Betta collaboration and license agreement for the three months ended March 31, 2019. For the three months ended March 31, 2018 the Company recognized an aggregate of €2.5 million in research milestone revenue under its ONO agreements.

The Company has been awarded grants consisting of cash allowances for specific R&D 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 months ended March 31, 2019, the Company recognized zero in grant income, compared to €0.1 million in grant income for the three months ended March 31, 2018. As of August 2018, all grants awarded were completed.

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, upfront payments and research milestones achieved in support of the Company's research and license agreements with Incyte, ONO, Simcere and Betta. Payment terms relating to receivables with Incyte, ONO and Simcere are 30 days and payment terms relating to receivables with Betta are 60 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 in support of the Company's research and license agreements with Incyte and Betta.

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 collaboration and license agreement, Simcere research and license agreement and Betta collaboration and license agreement (See Note 8).

The following table presents changes in the Company's trade receivables, contract assets and contract liabilities during the three months ended March 31, 2019:

	Balance at December 31, 2018	Additions	Deductions	Balance at March 31, 2019
		(euros in thousands)		
Trade receivables				
Trade receivables	2,690	4,426	(3,626)	3,490
Total trade receivables	2,690	4,426	(3,626)	3,490
Contract assets				
Unbilled receivables	236	82	(236)	82
Total contract assets	236	82	(236)	82
Contract liabilities				
Deferred revenue	114,609	848	(4,278)	111,179
Total contract liabilities	114,609	848	(4,278)	111,179

For the three months ended March 31, 2019, additions to trade receivables are comprised of invoicing for cost reimbursements, upfront payments and research milestones, partially offset by cash receipts.

For the three months ended March 31, 2019, deductions from deferred revenue were comprised of revenue recognized that was included in deferred revenue at the beginning of the period totaling €4.2 million and revenue recognized that was not included in deferred revenue at the beginning of the period totaling €0.1 million related to a payment received during the three months ended March 31, 2019.

12. Total Operating Expenses

R&D costs are comprised of allocated employee costs, the costs of materials and laboratory consumables, intellectual property and license costs and allocated other costs.

The following table presents a breakdown of operating expenses:

	Three months ended March 31,	
	2019	2018
	(euros, in thousands)	
Manufacturing costs	**1,875**	4,278
IP and license costs	**291**	352
Personnel related R&D	**2,040**	1,701
Other R&D costs	**6,165**	3,967
Total R&D costs	**10,371**	10,298
Management and administration costs	**1,936**	2,852
Litigation costs	**64**	297
Other operating expenses	**3,940**	2,389
Total other expenses	**4,004**	2,686
Total operating expenses	**16,311**	15,836

R&D costs were €10.4 million for the three months ended March 31, 2019, as compared to €10.3 million for the three months ended March 31, 2018. The increase in R&D costs is primarily attributable to additional spending in support of the Company's clinical development programs, primarily for MCLA-128 and MCLA-158; higher preclinical costs; and higher R&D headcount and related costs.

Other R&D costs consist mainly of laboratory supplies and depreciation expense related to R&D activities, which cannot be specifically allocated to a research project. A breakdown of other R&D costs is presented as follows:

	Three months ended March 31,	
	2019	2018
	(euros in thousands)	
Discovery and preclinical costs	**2,120**	685
Clinical costs	**2,885**	2,398
Other R&D costs	**1,160**	884
Total other R&D costs	**6,165**	3,967

Management and administration costs

Management and administration costs were €1.9 million for the three months ended March 31, 2019, as compared to €2.9 million for the three months ended March 31, 2018. The decrease in management and administration costs is primarily attributable to a decrease in share-based compensation expense.

Litigation costs

On April 5, 2018, an unnamed third party and Regeneron filed notices of opposition against the Company's EP 2604625 patent, entitled "Generation of Binding Molecules," in the European Patent Office. The notices asserted, as applicable, added subject matter, lack of novelty, lack of inventive step, and insufficiency. Regeneron withdrew from this proceeding in January 2019. On August 20, 2018, the Company timely responded to these submissions, and again in April 2019, with proceedings to be ongoing with respect to the unnamed third party. An opposition hearing is scheduled for June 2019. As this opposition proceeding continues, the Company cannot be certain that the Company will ultimately prevail.

The litigation and opposition related costs were €64,000 for the three months ended March 31, 2019, as compared to litigation and opposition costs incurred of €0.3 million for the three months ended March 31, 2018 and are included in the condensed consolidated statement of profit or loss and comprehensive loss for the period.

From time to time, the Company may be involved in various other claims and legal proceedings relating to claims arising out of the Company's operations. The Company is not currently a party to any other material legal proceedings.

Other operating expenses

Other operating expenses were €3.9 million for the three months ended March 31, 2019, as compared to €2.4 million for the three months ended March 31, 2018. The increase in other operating expenses is primarily attributable to an increase in consultant costs and facilities-related expenses.

13. Employee Benefits

Details of the employee benefits are as follows:

	Three months ended March 31,	
	2019	2018
	(euros in thousands)	
Salaries and wages	**3,022**	2,629
WBSO subsidy	**(1,248)**	(1,167)
Social security premiums	**288**	251
Health insurance	**150**	119
Pension costs	**270**	202
Share-based compensation	**1,252**	2,445
Other personnel expense	**636**	209
Total employee benefits expense	**4,370**	4,688

Share-based compensation expense recognized as employee benefit expenses was as follows:

	Three months ended March 31,	
	2019	2018
	(euros in thousands)	
R&D costs	**767**	811
Management and administration costs	**336**	1,509
Other expenses	**149**	125
	1,252	2,445

Subsidies earned under the WBSO 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 recognized subsidies of €1.2 million for the three months ended March 31, 2019 and March 31, 2018.

The Company's headcount at March 31, 2019 was approximately 97 full-time equivalents and consisted of 83 employees in the Netherlands and 14 employees in the U.S. A total of 24 employees who are devoted to activities other than R&D and overall management of the Company were included under management and administration costs for the three months ended March 31, 2019.

The Company's headcount at March 31, 2018 was approximately 84 full-time equivalents and consisted of 71 employees in the Netherlands and 13 employees in the United States. A total of 20 employees who were devoted to activities other than R&D and overall management of the Company were included under management and administration costs for the three months ended March 31, 2018.

14. Finance Income (Expense)

	Three months ended March 31,	
	2019	2018
	(*euros in thousands*)	
Finance income		
Interest income and similar related income	**552**	340
Net gain on foreign exchange	**1,954**	—
	2,506	340
Finance costs		
Interest and other expenses	**(35)**	—
Net loss on foreign exchange	—	(2,806)
	(35)	(2,806)
Total finance income (expense)	**2,471**	(2,466)

Interest income primarily results from interest earned on cash held on account and accretion of investment earnings.

The Company experienced gains on its U.S. dollar denominated cash, cash equivalents and investments of approximately €2.0 million for the three months ended March 31, 2019, as compared to losses of €2.8 million for the three months ended March 31, 2018. 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. As of March 31, 2019, the Company held approximately $55.2 million and $62.5 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.

15. Subsequent Events

The Company has evaluated subsequent events through May 30, 2019, the date of issuance of the unaudited consolidated financial statements for the three months ended March 31, 2019. There were no additional events requiring disclosure in the notes to these financial statements.

Exhibit 2

Merus Announces Financial Results for the First Quarter 2019 and Provides Business Update

UTRECHT, The Netherlands, May 30, 2019 (GLOBE NEWSWIRE) — Merus N.V. (Nasdaq: MRUS) ("Merus", "we", "our" or the "Company"), a clinical-stage immuno-oncology company developing Biclonics®, innovative full-length human bispecific antibody therapeutics, today announced financial results for the first quarter ended March 31, 2019 and provided a business update.

"We had continued momentum in the first quarter following an active 2018," said Ton Logtenberg, Ph.D., President, Chief Executive Officer and Principal Financial Officer of Merus. "This past month we announced the first patient treated in our fourth clinical program, MCLA-145, and presented promising pre-clinical data for the program at AACR. Merus is rapidly maturing; we are now a team of over 100 employees globally, committed to the execution of our clinical trials and the expansion of our technology. We remain on track to meet our expected milestones, and anticipate news across multiple programs by the end of 2019."

Clinical Programs and Business Update:

MCLA-128 (HER3 x HER2 Biclonics®): Phase 2 metastatic breast cancer cohort update planned for 2H 2019

The Phase 2 clinical trial evaluating MCLA-128 in combination treatments in two metastatic breast cancer ("MBC") populations continues to enroll patients in the U.S. and Europe. The Phase 2 study was initiated following data from a Phase 1/2 study in patients with MBC, where MCLA-128 was observed to be well tolerated and evidence of single-agent, antitumor activity in heavily pretreated patients was seen. Merus plans to provide an update on the Phase 2 MBC trial in the second half of 2019.

The single agent Phase 1/2 trial in solid tumors is ongoing in the non-small-cell lung cancer ("NSCLC") and gastric cancer and gastroesophageal junction cancer ("GC/GEJ") cohorts, with the GC/GEJ cohort enrollment completed. In the NSCLC cohort, an update is expected in the second half of 2019. In the gastric cancer patient population, as a next step Merus intends to explore collaboration options for potential trials in rational therapeutic combinations.

MCLA-128 is an antibody-dependent cell-mediated cytotoxicity ("ADCC") -enhanced Biclonics® that inhibits the heregulin/HER3 tumor-signaling pathway in solid tumors. MCLA-128 is believed to work with HER2-targeted therapies and to overcome the resistance of tumor cells using two mechanisms: blocking growth and survival pathways to stop tumor expansion and recruitment and enhancement of immune effector cells to eliminate the tumor.

MCLA-117 (CLEC12A x CD3 Biclonics®): Initial data from Phase 1 trial expected 2H 2019

The Phase 1 clinical trial for MCLA-117 is progressing and preliminary anti-tumor activity has been observed. Dose escalation continues steadily and carefully in order to establish the optimal therapeutic window. Merus anticipates initial data for the Phase 1 trial in the second half of 2019 and plans to provide further guidance on the program upon announcement of the maximum tolerated dose.

MCLA-117 is a Biclonics® that binds with relative low affinity to CD3, a component of the T cell receptor present on all T cells, and relative high affinity to CLEC12A, a cell surface molecule present on acute myeloid leukemia ("AML") tumor cells and AML stem cells. MCLA-117 has been shown in preclinical studies to recruit and activate T-cells to kill CLEC12A-expressing malignant cells which may prevent recurrence of the tumor, while sparing hematopoietic stem cells. MCLA-117 has a full-length IgG format with a silenced constant region, which Merus believes may contribute to safety and attractive dosing schedules for patients.

MCLA-158 (Lgr5 x EGFR Biclonics®): Emerging data from Phase 1 trial expected at end of 2019

The dose escalation of the Phase 1 clinical trial of MCLA-158 in patients with solid tumors is ongoing. Emerging data for the Phase 1 trial is expected at the end of 2019.

On March 12, 2019, Merus presented preclinical data on MCLA-158 at the 26th International Molecular Med Tri-Con Conference, showing arrested tumor organoid growth ex vivo, and inhibition of primary tumor formation and metastasis in vivo. Importantly, preclinical data showed MCLA-158 activity in >60% of patient tumor organoids (15/24) regardless of RAS mutational status, which indicates that MCLA-158 has the potential to be a leading targeted colorectal cancer ("CRC") treatment to block growth of tumors with RAS mutations (present in ~50% of all CRC patients). In preclinical models, MCLA-158 demonstrated the potential ability to block metastasis, an important mechanism of action for this patient population.

MCLA-158 is an ADCC*-enhanced Biclonics® that binds to cancer initiating cells expressing Lgr5 and EGFR. MCLA-158 has two different mechanisms of action. The first entails blocking of growth and survival pathways in cancer initiating cells. The second exploits the recruitment and enhancement of immune effector cells to directly kill cancer initiating cells that persist in solid tumors and can cause relapse and metastasis.*

MCLA-145 (CD137 x PD-L1 Biclonics®): First patient treated in Phase 1 clinical trial

On May 9, 2019, it was announced that the first patient had been treated in the Phase 1 trial evaluating safety, tolerability, and preliminary efficacy of MCLA-145 for the treatment of patients with advanced solid tumors. The Phase 1, open-label, single-agent clinical trial of MCLA-145 consists of dose escalation followed by dose expansion. Primary objectives of the Phase 1 trial are dose finding, evaluation of safety and tolerability of MCLA-145 in patients with advanced solid tumors. The Phase 1 trial will also examine potential preliminary antitumor activity and functional target engagement of single-agent MCLA-145.

On March 31, 2019, Merus and Incyte Corporation ("Incyte") presented two posters at the American Association for Cancer Research (AACR) Annual Meeting outlining preclinical data on MCLA-145. Data presented showed a potent triple action, designed to recruit and activate T cells through CD137 and prevent their exhaustion through inhibition of the PD-1 checkpoint pathway for patients with solid tumors. Because the T cell activation was shown to be context-dependent, requiring PD-L1 expression in the tumor microenvironment, MCLA-145 has the potential to overcome known side effects of CD137 agonists currently in development.

Merus is developing MCLA-145 as part of a collaboration entered into with Incyte in December 2016 to potentially develop and commercialize up to 11 bispecific and monospecific antibodies from the Merus Biclonics® platform. Under the terms of the collaboration, Merus retains all rights to develop and commercialize MCLA-145, if approved, in the United States, while Incyte has rights to develop and commercialize MCLA-145, if approved, outside the United States.

MCLA-145 is a Biclonics® T-cell agonist that has been observed to bind to human PD-L1 and CD137 in preclinical models. Discovered through an unbiased functional screening of multiple immunomodulatory target combinations, the differentiated profile of MCLA-145 derives from its potential to attract T cells into solid tumors, potently activate immune effector cells in the context of the tumor microenvironment and simultaneously block inhibitory signals in the same immune cell population.

Expanding Merus platform technology and next generation capabilities

The Company continues to explore and identify potential novel target combinations and cutting edge technologies to advance its next generation of multi-specific antibodies. Adding to existing capabilities, Merus has developed its new proprietary Triclonics™ technology. Triclonics™ employ a common light chain for unforced, natural pairing with three distinct V_H regions, and is capable of simultaneously binding three different targets or epitopes with the potential for generating new biology and modes of action.

Merus U.S. office opened

In May, Merus US, Inc. opened its new U.S. office located at 139 Main Street, Cambridge, MA. The new location will now serve as Merus' US Inc.'s base of operations, and can accommodate up to 50 employees. Merus made the decision to expand into a permanent U.S. location with the goal of deepening the Company's leadership in bispecific and multispecific antibodies. The move further represents a commitment to attracting and retaining top talent in biotech worldwide.

First Quarter 2019 Financial Results

Total revenue for the three months ended March 31, 2019 was €7.7 million compared to €9.9 million for the same period in 2018. Revenue is comprised primarily of the amortization of upfront license payments from Merus' collaboration agreements and R&D cost reimbursements and milestone payments for performance of research and development or manufacturing services under its various collaboration agreements. The decrease in revenue for the three months ended March 31, 2019 was primarily attributable to a €1.4 million decrease in research milestone payments earned, a €0.6 million decrease in amortization of upfront license payments and a €0.1 million decrease in R&D cost reimbursements.

Research and development costs for the three months ended March 31, 2019 were €10.4 million compared to €10.3 million for the same period in 2018. The increase in research and development costs reflects additional spending in support of the Company's clinical and preclinical development programs.

Management and administration costs for the three months ended March 31, 2019 were €1.9 million compared to €2.9 million for the same period in 2018. The decrease relates primarily to lower share-based compensation expense.

Other expenses for the three months ended March 31, 2019 were €4.0 million compared to €2.7 million for the same period in 2018. The increase in other expenses was the result of higher consulting, accounting and professional fees as well as higher facilities-related expenses.

For the three months ended March 31, 2019, Merus reported a net loss of €6.2 million, or €0.26 net loss per share (basic and diluted), compared to a net loss of €8.4 million, or €0.40 net loss per share (basic and diluted), for the same period in 2018. The net loss for the three months ended March 31, 2019 includes €2.0 million of foreign currency gains as compared to €2.8 million of foreign currency losses in the same period in 2018.

Merus ended the first quarter of 2019 with cash, cash equivalents and investments of €195.3 million compared to €205.5 million at December 31, 2018. The decrease was primarily the result of cash used in operations and purchases of property, plant and equipment, partially offset by investment maturities and interest received.

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 into the second quarter of 2021.

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 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 is currently 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 MCLA-145, 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 sufficiency of our cash, cash equivalents and investments, our rapid maturation of the Company, the design and execution of our clinical trials and technology, the content and timing of potential milestones described in this press release, the timing of updates, guidance, information, clinical trials, their enrollment, and data readouts for our product candidates, the design and treatment potential of our bispecific antibody candidates, our exploration of collaboration options for potential combination trials in rational therapeutic combinations with MCLA-128 for gastric cancer, the potential contributions of MCLA-117's full length IgG format with a silenced constant region to safety and an attractive dosing schedule, preclinical data for MCLA-158, which indicates its potential to be a leading targeted CRC treatment to block growth of tumors with RAS mutations and to block metastasis, the characteristics and immunostimulatory profile of MCLA-145, and this profile having a potential of MCLA-145 to overcome known side effects of CD137 agonists, the continuing collaboration with Incyte on MCLA-145's global development, and potential to develop and commercialize up to 11 bispecific and monospecific antibodies from the Merus Biclonics® platform, whether any of the programs under the collaboration will be successful, including for MCLA-145, our exploration and identification of potential novel target combinations and cutting edge technologies to advance our next generation of multi-specific antibodies, Triclonics™ technology's potential to identify new biology and modes of action and simultaneously bind three different targets or epitopes, the permanent nature of the U.S. location, the goal of deepening the Company's leadership in bispecific and multispecific antibodies, and our ability and commitment to attract and retain top talent in biotech worldwide. 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 or any of our other collaborators may fail to perform adequately under our collaborations with them; 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 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 (“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 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.

Unaudited Condensed Consolidated Statement of Financial Position

	March 31, 2019	December 31, 2018
	(euros in thousands)	
Non-current assets		
Property, plant and equipment, net	2,512	2,420
Lease right-of-use assets	2,596	—
Intangible assets, net	2,398	2,445
Non-current investments	13,752	16,945
Other assets	649	1,075
	21,907	22,885
Current assets		
Taxes and social security assets	675	—
Trade and other receivables	8,282	7,032
Current investments	41,834	44,855
Cash and cash equivalents	139,705	143,747
	190,496	195,634
Total assets	212,403	218,519
Shareholders' equity		
Issued and paid-in capital	2,104	2,102
Share premium account	264,877	264,854
Accumulated loss	(180,014)	(175,085)
Total shareholders' equity	86,967	91,871
Non-current liabilities		
Deferred revenue, net of current portion	93,853	97,675
Other liabilities	1,799	—
	95,652	97,675
Current liabilities		
Trade payables	3,602	3,819
Taxes and social security liabilities	69	256
Deferred revenue	17,326	16,934
Other liabilities and accruals	8,787	7,964
	29,784	28,973
Total liabilities	125,436	126,648
Total shareholders' equity and liabilities	212,403	218,519

Unaudited Condensed Consolidated Statement of Profit or Loss and Comprehensive Loss

	Three-months ended March 31,	
	2019	2018
	(euros in thousands, except per share data)	
Revenue	7,702	9,921
Research and development costs	(10,371)	(10,298)
Management and administration costs	(1,936)	(2,852)
Other expenses	(4,004)	(2,686)
Total operating expenses	(16,311)	(15,836)
Operating result	(8,609)	(5,915)
Finance income	2,506	340
Finance cost	(35)	(2,806)
Other income (expense)	2,471	(2,466)
Result before taxation	(6,138)	(8,381)
Income tax expense	(66)	(52)
Result after taxation	(6,204)	(8,433)
Other comprehensive income		
Exchange differences from the translation of foreign operations	23	(15)
Total other comprehensive income for the period	23	(15)
Total comprehensive loss for the period	(6,181)	(8,448)
Loss per share - basic and diluted*	(0.26)	(0.40)
Weighted average shares outstanding - basic and diluted*	23,373,054	20,984,663

* 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 are equal.

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