

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

**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

**MERUS N.V.**

(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State or other jurisdiction  
of incorporation or organization)

**Not Applicable**  
(IRS Employer  
Identification No.)

**Padualaan 8 (postvak 133)**  
**3584 CH Utrecht, the Netherlands**  
**+31 30 253 8800**  
(Address of principal executive offices)

**Not Applicable**  
(Zip code)

**Merus N.V. 2010 Employee Option Plan**  
**Merus N.V. 2016 Incentive Award Plan**  
(Full title of the plan)

**National Corporate Research, Ltd.**  
**10 E. 40th Street, 10th floor**  
**New York, NY 10016**  
(Name and address of agent for service)

**(800) 221-0102**  
(Telephone number, including area code, of agent for service)

*Copy to:*

**Peter N. Handrinos**  
**Nathan Ajiashvili**  
**Latham & Watkins LLP**  
**John Hancock Tower**  
**200 Clarendon Street**  
**Boston, MA 02116**  
**(617) 948-6060**

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common shares, nominal value €0.09 per share	966,690 shares(2)	\$6.12(3)	\$5,916,142.80	\$596
Common shares, nominal value €0.09 per share	2,576,347 shares(4)	\$10.00(5)	\$25,763,470.00	\$2,595
<b>Total</b>	3,543,037 shares	N/A	\$31,679,612.80	\$3,191

(1) Pursuant to Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also

cover additional shares of the Registrant's common shares, nominal value €0.09 per share ("Common Shares"), which become issuable under the Merus N.V. 2010 Employee Option Plan, as amended (the "2010 Plan") and the Merus N.V. 2016 Incentive Award Plan (the "2016 Plan") by reason of any share split, share dividend, recapitalization or other similar transaction.

- (2) Represents the Common Shares reserved for future issuance pursuant to option awards outstanding under the 2010 Plan.
  - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act. The price per share and the aggregate offering price are calculated on the basis of the weighted average exercise price of €5.47 per share for outstanding stock options granted under the 2010 Plan and an exchange rate on May 19, 2016 of €1.00 to \$1.1197.
  - (4) Represents the Common Shares available for future issuance pursuant to the 2016 Plan, which number consists of (a) 1,277,778 Common Shares initially available for issuance under the 2016 Plan and (b) an additional 1,298,569 Common Shares that may become issuable under the 2016 Plan pursuant to its terms.
  - (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$10.00, the initial public offering price of the registrant's Common Shares.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed with the Commission by Merus N.V., formerly known as Merus B.V. (the "Registrant"), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

(a) the Registrant's prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act on May 20, 2016, in connection with the registration statement on Form F-1, as amended (Reg. No. 333-207490), in which there is set forth the audited financial statements for the Registrant's fiscal year ended December 31, 2015; and

(b) the description of the Registrant's Common Shares contained in the prospectus included in the Registrant's registration statement on Form F-1, as amended (Reg. No. 333-207490), which description is incorporated by reference into the Form 8-A (File No. 001-37773) filed with the Commission on May 11, 2016, pursuant to the Exchange Act, and any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement, except as to specific section of such statements as set forth therein.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant's management board members and supervisory board members have the benefit of indemnification provisions set forth in the Registrant's Articles of Association. These provisions give management board members and supervisory board members the right, to the fullest extent permitted by law, to recover from the Registrant amounts, including but not limited to litigation expenses, and any damages they are ordered to pay, in relation to acts or omissions in the performance of their duties. However, no indemnification shall be given to a member of the management board and supervisory board if a Dutch court has established, without possibility for appeal, that the acts or omissions of such indemnified officer that led to the financial losses, damages, suit, claim, action or legal proceedings result from either an improper performance of his or her duties as an officer of the Company or an unlawful or illegal act; and to the extent that his financial losses, damages and expenses are covered by an insurance policy and the insurer has settled these financial losses, damages and expenses, or has indicated that it would do so. There is generally no entitlement to indemnification for acts or omissions that amount to willful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct.

The Registrant has also entered into agreements with its management board members and supervisory board members to indemnify them against expenses and liabilities to the fullest extent permitted by law. These agreements may require the Registrant to provide, subject to certain exceptions, for indemnification for related expenses including, among other expenses, attorneys' fees, judgments, penalties, fines and settlement amounts incurred by any of these individuals in any action or proceeding.

In addition to such indemnification, the Registrant provides the management board members and supervisory board members with directors' and officers' liability insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Articles of Association of the Registrant (currently in effect) (incorporated by reference to Exhibit 3.3 to Amendment No. 3 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-207490) filed on May 9, 2016).
5.1+	Opinion of Eversheds B.V., counsel of the Registrant.
23.1+	Consent of KPMG Accountants N.V.
23.2+	Consent of Eversheds B.V., counsel of the Registrant (included in Exhibit 5.1).
24.1+	Power of Attorney (included on signature page).
99.1	Merus N.V. 2010 Employee Option Plan, as amended (incorporated by reference to Exhibit 10.1.1 to Amendment No. 3 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333 -207490) filed on May 9, 2016).
99.2	Merus N.V. 2016 Incentive Award Plan (incorporated by reference to Exhibit 10.2 to Amendment No. 3 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333 -207490) filed on May 9, 2016).

+ Filed herewith

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Utrecht, The Netherlands, on the 20th day of May, 2016.

MERUS N.V.

By: /s/ Ton Logtenberg

Name: Ton Logtenberg

Title: Chief Executive Officer

By: /s/ Shelley Margetson

Name: Shelley Margetson

Title: Chief Financial Officer

National Corporate Research, Ltd.

(Authorized Representative in the United States)

By: /s/ Colleen A. DeVries

Name: Colleen A. DeVries

Title: SVP on behalf of National Corporate Research,  
Ltd.

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Merus N.V., hereby severally constitute and appoint Ton Logtenberg and Shelley Margetson, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Ton Logtenberg</u> Ton Logtenberg	Chief Executive Officer and Management Board Member (principal executive officer)	May 20, 2016
<u>/s/ Shelley Margetson</u> Shelley Margetson	Chief Financial Officer and Management Board Member (principal financial and accounting officer)	May 20, 2016
<u>/s/ Mark Iwicki</u> Mark Iwicki	Chairman of the Supervisory Board	May 20, 2016
<u>/s/ Wolfgang Berthold</u> Wolfgang Berthold	Member of the Supervisory Board	May 20, 2016
<u>/s/ Lionel Carnot</u> Lionel Carnot	Member of the Supervisory Board	May 20, 2016
<u>/s/ John de Koning</u> John de Koning	Member of the Supervisory Board	May 20, 2016
<u>/s/ Anand Mehra</u> Anand Mehra	Member of the Supervisory Board	May 20, 2016
<u>/s/ Jack Nielsen</u> Jack Nielsen	Member of the Supervisory Board	May 20, 2016
<u>/s/ Gregory Perry</u> Gregory Perry	Member of the Supervisory Board	May 20, 2016

## INDEX TO EXHIBITS

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+ Filed herewith



**Eversheds B.V.**  
 De Cuserstraat 85a  
 1081 CN Amsterdam  
 Postbus/PO Box 7902  
 1008 AC Amsterdam  
 Netherlands  
 T: +31 20 5600 600  
 F: +31 20 5600 500  
 eversheds.nl

**Personal and confidential**

**Date :** 20 May 2016

Merus N.V.  
 Attn. Mrs. S. Margetson  
 Padualaan 8  
 3584 CH UTRECHT

**Our ref:** 42898.0031

**Direct tel:** +31 20 5600 635  
**Email:** tomvanwijngaarden@eversheds.nl

Dear Sir/Madam,

Registration with the US Securities and Exchange Commission of common shares in the capital of the Issuer

**1. Introduction**

We have acted as counsel as to matters of Netherlands law to Merus N.V., a public company incorporated under the laws of the Netherlands having its registered office (*statutaire zetel*) in Utrecht, the Netherlands and its principal place of business at Padualaan 8, 3584 CH Utrecht, the Netherlands (the “**Issuer**”) in connection with the proposed issuance by the Issuer of up to 3,543,037 common shares pursuant to the Option Plans (the “**Option Shares**”). The Option Shares are included in a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on May 20, 2016 (the “**S8 Registration Statement**”).

Certain terms used in this opinion letter and not defined above are defined in Annex 1 (*Definitions*).

**2. Dutch Law**

This opinion letter is limited to Dutch law in effect on the date of this opinion letter. It (including all terms used in it) is to be construed in accordance with Dutch law.

**3. Scope of Inquiry**

For the purpose of this opinion letter, we have examined, and relied upon the accuracy of the factual statements and compliance with the undertakings in, the following documents:

**3.1** A copy of:

- (a) the S8 Registration Statement;
- (b) the Merus 2010 Employee Option Plan, as amended; and
- (c) the Merus N.V. 2016 Incentive Award Plan.

**3.2**

A copy of:

- (a) the Issuer’s deed of incorporation and articles of association as provided by the Chamber of Commerce;

**Eversheds B.V. is a member of Eversheds International Limited**

Eversheds is the trade name of Eversheds B.V., having its registered office in Amsterdam, the Netherlands, and registered in the Trade Register under number 34172642. All our services are based on an engagement agreement with Eversheds B.V. and are subject to our general terms and conditions, including a limitation of liability. The general terms and conditions are available on our website: [www.eversheds.nl/en/about/general\\_conditions/](http://www.eversheds.nl/en/about/general_conditions/) and filed with the Chamber of Commerce in Amsterdam. A copy will be sent to you free of charge upon request. Attorney-trust account ING Bank NL14INGB0662764102. Notarial designated account Volders Goedvolk ING Bank NL84INGB0664375952.

- (b) the Excerpt; and
- (c) the Shareholders Register.

In addition, we have examined such documents, and performed such other investigations, as we considered necessary for the purpose of this opinion letter.

Our examination has been limited to the text of the documents mentioned in paragraph 3 of this opinion letter.

#### **4. Assumptions**

For the purpose of this opinion, we have made the following assumptions:

##### **4.1**

- (a) Each copy document conforms to the original and each original is genuine and complete.
- (b) Each signature is the genuine signature of the individual concerned.

4.2 The S8 Registration Statement has been filed with the Commission in the form referred to in this opinion letter.

4.3 The Option Shares will have been validly accepted by the subscriber for them.

#### **5. Opinion**

Based on the documents and investigations referred to and the assumptions made in paragraphs 3 and 4, we are of the following opinion:

##### **5.1**

- (a) When issued pursuant to a validly signed deed of issuance and upon payment in accordance with that deed of issuance, the Option Shares will have been validly issued and will be fully paid and nonassessable.<sup>1</sup>

#### **6. Reliance**

##### **6.1**

This opinion is an exhibit to the S8 Registration Statements and may be relied upon for the purpose of the Registration. It may not be supplied, and its contents or existence may not be disclosed to any person other than as an Exhibit to (and therefore together with) the S8 Registration Statement and may not be relied upon for any purpose other than the Registration.

##### **6.2**

Each person relying on this opinion agrees, in so relying, that only Eversheds B.V. shall have any liability in connection with this opinion letter, that this opinion letter and all liability and other matters relating to this opinion letter shall be governed exclusively by Dutch law and that the Dutch courts shall have exclusive jurisdiction to settle any dispute relating to this opinion letter.

##### **6.3**

The Issuer may file this opinion letter as an exhibit to the S8 Registration Statement.

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<sup>1</sup> In this opinion, “nonassessable” – which term has no equivalent in Dutch – means, in relation to a share, that the issuer of the share has no right to require the holder of the share to pay to the issuer any amount (in addition to the amount required for the share to be fully paid) solely as a result of his shareholdership.

Yours faithfully,

/s/ Tom van Wijngaarden

Tom van Wijngaarden

For

Eversheds B.V.

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## Annex 1 – Definitions

In this opinion:

“**Chamber of Commerce**” means the Chamber of Commerce (*kamer van koophandel*) of the place where the Issuer has its principal place of business.

“**Dutch law**” means the law directly applicable in the Netherlands.

“**Excerpt**” means a trade register excerpt relating to the Issuer provided by the Chamber of Commerce and dated at the date of this opinion letter.

“**Merus 2010 Employee Option Plan**” means the Merus N.V. 2010 Employee Option Plan, as amended, filed as Exhibit 10.1.1 to Amendment No. 3 of the Issuer’s Registration Statement on Form F-1, filed on May 9, 2016.

“**Merus N.V. 2016 Incentive Award Plan**” means the Merus N.V. 2016 Incentive Award Plan filed as Exhibit 10.2 to Amendment No. 3 of the Issuer’s Registration Statement on Form F-1, filed on May 9, 2016.

“**Option Plans**” means the Merus 2010 Employee Option Plan and the Merus N.V. 2016 Incentive Award Plan jointly.

“**Registration**” means the registration of the Option Shares with the Commission under the Securities Act.

“**Securities Act**” means the U.S. Securities Act of 1933, as amended.

“**Shareholders Register**” means the Issuer’s shareholders register.

“**the Netherlands**” means the part of the Kingdom of the Netherlands located in Europe.

**Consent of Independent Registered Public Accounting Firm**

The Supervisory Board and Management Board of Merus N.V. (formerly Merus B.V.):

We consent to the use of our report dated 8 April 2016, except as to the capital reorganisation section of Note 25, which is as of 9 May 2016, incorporated by reference herein from Amendment No. 3 to the Registration Statement on Form F-1 (No. 333-207490) of Merus N.V. (formerly Merus B.V.).

/s/ KPMG Accountants N.V.

Amstelveen, The Netherlands

20 May 2016