

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Throsby Mark</u> <hr/> (Last) (First) (Middle) C/O MERUS N.V. YALELAAN 62 <hr/> (Street) UTRECHT P7 3584 CM <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Merus N.V. [ MRUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares <sup>(1)</sup>	02/24/2020		M		87,621	A	(2)	100,903	D	
Common Shares <sup>(1)</sup>	02/24/2020		S		57,088	D	\$17.74 <sup>(3)</sup>	43,815	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Share Option (right to buy) <sup>(1)</sup>	(4)	02/24/2020		M			3,333	(5)	09/04/2020	Common Shares	3,333	\$0.00	0 <sup>(6)</sup>	D	
Share Option (right to buy) <sup>(1)</sup>	(4)	02/24/2020		M			5,000	(5)	06/17/2022	Common Shares	5,000	\$0.00	0 <sup>(7)</sup>	D	
Share Option (right to buy) <sup>(1)</sup>	(4)	02/24/2020		M			31,472	(5)	03/16/2023	Common Shares	31,472	\$0.00	0 <sup>(8)</sup>	D	
Share Option (right to buy) <sup>(1)</sup>	(9)	02/24/2020		M			47,816	(5)	10/30/2023	Common Shares	47,816	\$0.00	1,017 <sup>(10)</sup>	D	

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- Exercise prices are denominated in Euros and ranged from 1.93 to 7.20, with a weighted average of 4.81.
- Amount represents the weighted average price of shares sold, which ranged from \$17.07 to \$18.56. Details of individual transactions are available upon request.
- Exercise price is denominated in Euros at 1.93.
- These options are fully vested.
- Number of derivative securities beneficially owned following the reported transaction is in reference to the number of options that remain outstanding of those originally granted on September 4, 2012.
- Number of derivative securities beneficially owned following the reported transaction is in reference to the number of options that remain outstanding of those originally granted on June 17, 2014.
- Number of derivative securities beneficially owned following the reported transaction is in reference to the number of options that remain outstanding of those originally granted on March 16, 2015.
- Exercise price is denominated in Euros at 7.20.
- Number of derivative securities beneficially owned following the reported transaction is in reference to the number of options that remain outstanding of those originally granted on October 30, 2015.

Remarks:

/s/ Peter Silverman as attorney- 02/26/2020  
in-fact

\*\* Signature of Reporting Person Date

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

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

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

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

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