
**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 December 2019

Commission File Number: 001-37773

Merus N.V.

(Translation of registrant's name into English)

**Yalelaan 62
3584 CM Utrecht, The Netherlands
+31 85 016 2500**
(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):

Extraordinary General Meeting

On December 16, 2019, Merus N.V. (the “Company”) made available to its shareholders on its website certain material related to the extraordinary general meeting of shareholders to be held on December 31, 2019 (the “Shareholder Material”).

The Shareholder Material are furnished herewith as Exhibits 1 through 3 to this Report on Form 6-K.

Settlement Agreement with President, Chief Executive Officer and Principal Financial Officer

On December 16, 2019, the Company entered into a settlement agreement with Ton Logtenberg (“Dr. Logtenberg”), pursuant to which Dr. Logtenberg resigned as an executive director of the Company and will separate from employment with the Company effective as of December 31, 2019. Dr. Logtenberg served as the Company’s Chief Executive Officer and an executive board member since co-founding the Company in June 2003, and served as the Company’s President since 2017 and Principal Financial Officer since January 2019.

Dr. Logtenberg is subject to a 12 month non-competition and 18 month non-solicitation restriction and has agreed to provide consulting services to the Company until the end of 2020. Dr. Logtenberg will receive the following severance payments and benefits: (i) a payment equal to 18 months of his annual base salary, (ii) his target annual cash bonus for 2019, (iii) a restricted stock unit grant covering 30,000 shares that vests ratably over 18 months beginning on January 1, 2020, (iv) his outstanding and unvested equity awards will remain eligible to vest until June 30, 2021 and (v) the post-termination exercise period of his options is extended until December 31, 2021.

Appointment of President, Chief Executive Officer and Principal Financial Officer

The Board of Directors of the Company has appointed Sven “Bill” Lundberg, M.D. as President, Chief Executive Officer and Principal Financial Officer, subject to Dr. Lundberg’s appointment as Executive Director of the Company at the extraordinary general meeting of shareholders to be held on December 31, 2019.

On December 16, 2019, the Company and Merus US, Inc. (“Merus US”) entered into an employment agreement with Dr. Lundberg. The employment agreement provides for an annual base salary equal to \$564,900 and the opportunity to earn an annual cash incentive award based on performance with a target value equal to 55% of Dr. Lundberg’s annual base salary. Dr. Lundberg is also entitled to a signing bonus of \$25,000, up to \$10,000 in legal fees incurred in connection with negotiating the agreement and an option to purchase 414,917 of the Company’s common shares, subject to a four year vesting schedule. If Dr. Lundberg’s employment is terminated by Merus US without cause or due to Dr. Lundberg’s resignation for good reason, then subject to his executing a general release of claims and continuing compliance with Merus US’s proprietary information agreement, Dr. Lundberg will be entitled to receive (i) base salary continuation payments for 12 months, (ii) direct payment of or reimbursement for continued medical, dental or vision coverage pursuant to COBRA for up to 12 months and (iii) if his employment is terminated on or prior to December 31, 2020, accelerated vesting of any portion of his time-based equity awards that is scheduled to vest within 12 months following the date of such termination. If Dr. Lundberg’s employment is terminated by Merus US without cause or due to Dr. Lundberg’s resignation for good reason within 12 months following a change in control of the Company, then subject to his executing a general release of claims and continuing compliance with the proprietary information agreement, Dr. Lundberg will be entitled to receive, in lieu of the severance in the prior sentence (i) a lump sum payment equal to 18 months of his base salary and his target annual bonus; (ii) direct payment of or reimbursement for continued medical, dental or vision coverage pursuant to COBRA for up to 18 months, and (iii) if his termination occurs after December 31, 2020, accelerated vesting of any portion of his time-based equity awards that is unvested as of his date of termination. Notwithstanding the foregoing, in the event the Company’s shareholders do not approve his appointment as Executive Director of the Company at the extraordinary general meeting of shareholders to be held on December 31, 2019, Merus US may terminate his employment without any obligation to pay the above mentioned severance. The proprietary information agreement and the release of claims contain restrictive covenants which restrict Dr. Lundberg’s ability to compete with the Company for a period of 12 months following his termination of employment or solicit the Company’s employees for a period of 12 months following termination, subject to Merus US’s obligation to pay Dr. Lundberg 50% of his highest annualized base salary for the two year period prior to his termination (or the severance described above) if Merus US decides to enforce the non-competition restriction. The proprietary information agreement also contains covenants regarding protection of the Company’s confidential information and ownership of intellectual property.

The sections under the headings “Settlement Agreement with President, Chief Executive Officer and Principal Financial Officer” and “Appointment of President, Chief Executive Officer and Principal Financial Officer” of this Report on Form 6-K are hereby incorporated by reference into the Company’s Registration Statements on Form F-3 (File Nos. 333-233367 and 333-233383) and Registration Statements on Form S-8 (File Nos. 333-211497 and 333-230708).

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1	<u>Convening Notice for Extraordinary General Meeting of Shareholders of Merus N.V., Agenda, and Explanatory Notes to the Agenda</u>
2	<u>Works Council Statement</u>
3	<u>Proxy Card for Registered Holders of Merus N.V.</u>

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.

Date: December 16, 2019

Merus N.V.

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

CONVENING NOTICE

This is the convening notice for an extraordinary general meeting of shareholders of Merus N.V. (the “**Company**”) to be held on December 31, 2019 at 15.00 p.m. (CET) at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands) (the “**EGM**”).

The agenda for the EGM is as follows:

1. Opening
2. Appointment of Dr. S.A. Lundberg as executive director (*voting item*)
3. Closing

No business shall be voted on at the EGM, except such voting item as included in the above-mentioned agenda.

The registration date for the EGM is December 3, 2019 (the “**Registration Date**”). Those who were shareholders of the Company, or who otherwise had voting rights and/or meeting rights with respect to shares in the Company’s capital, on the Registration Date and who were recorded as such in the Company’s shareholders’ register or in the register maintained by the Company’s U.S. transfer agent on the Record Date may attend and, if relevant, vote at the EGM (the “**Persons with Meeting Rights**”).

Persons with Meeting Rights who wish to attend the EGM, in person or represented by proxy, must notify the Company in writing of their identity and intention to attend the EGM. This notice must be received by the Company no later than 17.00 p.m. (CET) on December 30, 2019. Persons with Meeting Rights who have not complied with this requirement may be refused entry to the EGM. Persons with Meeting Rights may have themselves represented at the EGM through the use of a written or electronically recorded proxy. Proxyholders must present a copy of their proxies upon entry to the EGM, failing which the proxyholder concerned may be refused entry to the EGM. A proxy form can be downloaded from the Company’s website (<http://www.merus.nl>).

2. **Appointment of Dr. S.A. Lundberg as executive director (voting item)**

Dr. Ton Logtenberg has resigned as executive director, President, Chief Executive Officer and Principal Financial Officer of the Company effective December 31, 2019 (the “**Effective Date**”).

The Company’s board of directors has made a binding nomination to appoint Dr. Sven (Bill) Ante Lundberg as executive director of the Company, effective as of the Effective Date, until the end of the annual general meeting of shareholders of the Company to be held in 2023. If this agenda item is passed at the EGM, Dr. Lundberg will no longer be a non-executive director of the Company as of that moment. The Company’s board of directors has appointed Dr. Lundberg President, Chief Executive Officer and Principal Financial Officer of the Company subject to his appointment as executive director of the Company becoming effective.

Dr. Lundberg has more than 15 years of experience in the pharmaceutical and biotechnology industries. Prior to joining the board, he was Chief Scientific Officer and the first US employee of CRISPR Therapeutics. He was responsible for establishing and growing R&D in the US and overseeing the first company CRISPR-based product from inception to regulatory filing for clinical trials. He was also Vice President and Head of Translational Medicine at Alexion, overseeing R&D from discovery through early development, as well as Director and Chief Medical Officer of Taligen Therapeutics. He has previously held roles of increasing responsibility in clinical drug development and medical affairs at Xanthus/Antisoma, Wyeth (now Pfizer), and Genzyme. Dr. Lundberg received an MD from Stanford and MBA from the University of Massachusetts. He completed post-doctoral training at the Whitehead Institute/MIT, and clinical training in Medicine and Medical Oncology from Harvard and the Dana-Farber Cancer Institute.

Works Council response to request

Date of request	December 9, 2019
Type of request: proposal/notification/consent	<i>Request for Advice</i>
Subject	<i>Proposed decision appointment of director</i>
Requester	<i>Russel G. Greig, Chairman, non-executive Director Merus N.V.</i>
Response deadline	<i>December 13, 2019</i>
Actual response date	<i>December 13, 2019</i>

Dear Dr. Greig,

During an extraordinary Works Council Meeting on December 9, Ton Logtenberg notified the Works Council about his decision to step down as Board member, President, CEO and PFO of Merus as of January 1, 2020. He also informed us about his proposed successor Sven (Bill) Lundberg, a member of the Merus Board of Directors and its Research and Development Committee, in whom Ton portrayed great confidence.

The Works Council has reviewed Dr. Lundberg's background and has consulted with several members of the Merus Management Team who have worked with Dr. Lundberg over the past year. In addition, a telephone interview with Dr. Lundberg was conducted on December 12th, during which Dr. Lundberg enthusiastically elaborated on his background, his views on Merus' achievements and future and readily answered all questions from the Works Council members.

The Works Council discussed the request for advice on for the appointment of Dr. Lundberg on December 12, 2019. Despite the fact that the Works Council most sincerely regrets the fact that Ton Logtenberg will leave the company, especially on such short notice, we also believe that Dr. Lundberg will continue to build on Merus' research and clinical programs and the company as a whole, in order to achieve the Merus' long standing company goals. We have therefore decided to issue a positive recommendation for the appointment of Sven (Bill) Lundberg as President, CEO and PFO of Merus, effective on January 1, 2020.

Kind regards,

Linda Kaldenberg

On behalf of the Works Council:

Linda Kaldenberg: Chairman of the Works Council

Ron Schackmann: Secretary of the Works Council

Marko Tijssen: Works Council member

Steeff Engels: Works Council member

Anastasia Vliet: Works Council member

VOTING PROXY

THE UNDERSIGNED

Name : _____

Address : _____

acting on behalf of *(only to be completed if relevant)*

Name : _____

Address : _____

(the "Shareholder").

DECLARES AS FOLLOWS

1. The Shareholder hereby registers for the extraordinary general meeting of shareholders of Merus N.V. to be held on December 31, 2019 (the "EGM") and, for purposes of being represented at the EGM, grants a power of attorney to each civil law notary, candidate civil law notary and lawyer, working at NautaDutilh N.V. (the "Proxyholder").
2. The scope of this power of attorney extends to the performance of the following acts on behalf of the Shareholder at the EGM:
 - a. to exercise the voting rights of the Shareholder in accordance with paragraph 3 below; and
 - b. to exercise any other right of the Shareholder which the Shareholder would be allowed to exercise at the EGM.
3. This power of attorney shall be used by the Proxyholder to exercise the Shareholder's voting rights in the manner directed below. If no choice is specified in respect of the agenda item, the Proxyholder shall vote "FOR" such agenda item.

<i>Agenda item</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
Appointment of Dr. S.A. Lundberg as executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. This power of attorney is granted with full power of substitution.
5. The relationship between the Shareholder and the Proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

- signature page follows -

SIGN HERE



Please return this signed proxy, which must be received no later than 17.00 p.m. (CET) on December 30, 2019, via regular mail or e-mail to:

*NautaDutilh N.V.
c/o Mr. Koen Biesma
Beethovenstraat 400
1082 PR Amsterdam
the Netherlands
(A.Noordzij@merus.nl and Koen.Biesma@nautadutilh.com)*