# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

# Merus N.V.

## (Name of Issuer)

Common shares, nominal value €0.09 per share (Title of Class of Securities)

> N5749R100 (CUSIP Number)

January 8, 2021 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

 $\boxtimes$  Rule 13d-1(c)

□ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

00011 110. 110/ 401						
1 Name of repo	1 Name of reporting persons.					
Boxer Capita	Boxer Capital, LLC					
(a) 凵 (b	(a) $\Box$ (b) $\boxtimes$					
3 SEC use only	7					
S SEC use only.						
4 Citizenship or place of organization.						
Delaware	5	Sole voting power.				
	J	Sole voting power.				
NUMBER OF		-0-				
SHARES	6	Shared voting power.				
BENEFICIALLY OWNED BY		1,600,000				
EACH	7	Sole dispositive power.				
REPORTING						
PERSON WITH:		-0-				
WITH:	8	Shared dispositive power.				
		1,600,000				
9 Aggregate an	nou	int beneficially owned by each reporting person.				
1,600,000	<i>.</i> 1					
10 Check box if	the	e aggregate amount in row (9) excludes certain shares (see instructions).				
11 Percent of cla	ass	represented by amount in row (9).				
	5.5%*   12 Type of reporting person					
00	00					

1 Name of reporting persons.					
Boxer Asset Management Inc.					
2 Check the appropriate box if a member of a group. (See instructions)					
(a) $\Box$ (b) $\boxtimes$					
3 SEC use only.					
4 Citizenship or place of organization.					
Bahamas					
5 Sole voting power.					
NUMBER OF -0-					
SHARES 6 Shared voting power.					
BENEFICIALLY					
OWNED BY 1,600,000					
EACH 7 Sole dispositive power. REPORTING					
PERSON					
WITH: 8 Shared dispositive power.					
1,600,000					
9 Aggregate amount beneficially owned by each reporting person.					
1,600,000					
10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).					
11 Percent of class represented by amount in row (9).					
5.5%*					
12 Type of reporting person					
СО					

1 Name of reporting persons.						
Joe Lewis						
2 Check the appropriate box if a member of a group. (See instructions)						
(a) $\Box$ (b) $\boxtimes$						
3 SEC use only.						
Since use only.						
4 Citizenship or place of organization.						
United Kingdom						
5 Sole voting power.						
NUMBER OF						
SHARES 6 Shared voting power.						
BENEFICIALLY						
OWNED BY 1,600,000						
EACH 7 Sole dispositive power.						
REPORTING						
PERSON _0_						
WITH: 8 Shared dispositive power.						
1,600,000						
9 Aggregate amount beneficially owned by each reporting person.						
1,600,000						
10   Check box if the aggregate amount in row (9) excludes certain shares (see instructions).						
10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).						
11 Percent of class represented by amount in row (9).						
5.5%*						
12 Type of reporting person						
IN						

COSII 110. 115/451							
1 Name of rep	1 Name of reporting persons.						
MVA Invest	MVA Investors, LLC						
(a) ⊔ (l	(a) $\Box$ (b) $\boxtimes$						
3 SEC use onl	3 SEC use only.						
4 Citizenship	or p	lace of organization.					
Delaware							
	5	Sole voting power.					
NUMBER OF		-0-					
SHARES	6	Shared voting power.					
BENEFICIALLY OWNED BY		20,000					
EACH REPORTING	7	Sole dispositive power.					
PERSON		-0-					
WITH:	8	Shared dispositive power.					
		20,000					
9 Aggregate a	mou	int beneficially owned by each reporting person.					
20,000 10 Check box ii	fthe	e aggregate amount in row (9) excludes certain shares (see instructions).					
10 Check box h		aggregate amount in row (5) excludes certain shares (see instructions).					
11 Percent of class represented by amount in row (9).							
0.1%*							
12 Type of reporting person							
СО							

1 Name of reporting persons.						
Aaron I. Davis						
2 Check the appropriate box if a member of a group. (See instructions)						
(a) $\Box$ (b) $\boxtimes$						
3 SEC use only.						
4 Citizenship or place of organization.						
United States of America						
5 Sole voting power.						
NUMBER OF -0-   SHARES 6   Shared voting power.						
BENEFICIALLY						
OWNED BY 20,000   EACH 7   Sole dispositive power.						
REPORTING						
PERSON WITH: 8 Shared dispesitive power						
WITH: 8 Shared dispositive power.						
20,000						
9 Aggregate amount beneficially owned by each reporting person.						
20,000						
10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).						
11 Percent of class represented by amount in row (9).						
0.1%*						
12 Type of reporting person						
IN						

#### Item 1(a). Name of Issuer:

Merus N.V. (the "Issuer")

#### Item 1(b). Address of Issuer's Principal Executive Offices:

Yalelaan 62 3584 CM Utrecht The Netherlands

#### Item 2(a). Name of Person Filing:

This Schedule 13G is jointly filed by Boxer Capital, LLC ("Boxer Capital"), Boxer Asset Management Inc. ("Boxer Management"), Joe Lewis, MVA Investors, LLC ("MVA Investors") and Aaron I. Davis (collectively, the "Reporting Persons"). Boxer Management is the managing member and majority owner of Boxer Capital. Joe Lewis is the sole indirect beneficial owner of and controls Boxer Management. MVA Investors is the independent, personal investment vehicle of certain employees of Boxer Capital. Aaron I. Davis is a member of and has voting and dispositive power over securities held by MVA Investors.

#### Item 2(b). Address of Principal Business Office, or, if none, Residence:

The principal business address of Boxer Capital, MVA Investors and Aaron I. Davis is: 12860 El Camino Real, Suite 300, San Diego, CA 92130. The principal business address of Boxer Management and Joe Lewis is: Cay House, EP Taylor Drive N7776, Lyford Cay, New Providence, Bahamas.

### Item 2(c). Citizenship:

Boxer Capital and MVA Investors are limited liability companies organized under the laws of Delaware. Boxer Management is a corporation organized under the laws of the Bahamas. Joe Lewis is a citizen of the United Kingdom. Aaron I. Davis is a citizen of the United States of America.

### Item 2(d). Title of Class of Securities:

Common shares, nominal value €0.09 per share ("Common Shares")

# Item 2(e). CUSIP Number:

N5749R100

#### Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

#### Item 4. Ownership.

(a) Amount beneficially owned:

Boxer Capital, Boxer Management and Joe Lewis beneficially own 1,600,000 Common Shares. MVA Investors and Aaron I. Davis beneficially own 20,000 Common Shares. The Reporting Persons beneficially own, in the aggregate, 1,620,000 Common Shares.

(b) Percent of class:

The number of Common Shares beneficially owned by the Reporting Persons in the aggregate represent 5.6% of the Issuer's outstanding Common Shares (based on 29,088,670 Common Shares outstanding as of October 30, 2020, as set forth in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 5, 2020).

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

None of the Reporting Persons has sole power to vote or to direct the vote of any Common Shares.

(ii) Shared power to vote or to direct the vote:

Boxer Capital, Boxer Management and Joe Lewis have shared power to vote or to direct the vote of the 1,600,000 Common Shares they beneficially own. MVA Investors and Aaron I. Davis have shared power to vote or to direct the vote of the 20,000 Common Shares they beneficially own.

(iii) Sole power to dispose or to direct the disposition of:

None of the Reporting Persons has sole power to dispose or to direct the disposition of any Common Shares.

(iv) Shared power to dispose or to direct the disposition of:

Boxer Capital, Boxer Management and Joe Lewis have shared power to dispose or to direct the disposition of the 1,600,000 Common Shares they beneficially own. MVA Investors and Aaron I. Davis have shared power to dispose or to direct the disposition of the 20,000 Common Shares they beneficially own.

## Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Only Boxer Capital has the right to receive dividends and the proceeds from the sale of the Common Shares held by Boxer Capital. Only MVA Investors has the right to receive dividends and the proceeds from the sale of the Common Shares held by MVA Investors.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

# Item 8. Identification and Classification of Members of the Group.

Not applicable.

## Item 9. Notice of Dissolution of Group.

Not applicable.

## Item 10. Certification.

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

# Exhibits

1 Joint Filing Agreement, dated January 20, 2021, among the Reporting Persons.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 20, 2021

# BOXER CAPITAL, LLC

By:/s/ Aaron I. DavisName:Aaron I. DavisTitle:Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

/s/ Joseph C. Lewis Joseph C. Lewis, Individually

# MVA INVESTORS, LLC

By: <u>/s/ Aaron I. Davis</u> Name: Aaron I. Davis Title: Authorized Signatory

#### AARON I. DAVIS

/s/ Aaron I. Davis Aaron I. Davis, Individually

#### JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G with respect to the common shares of Merus N.V., nominal value  $\notin 0.09$  per share, is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of January 20, 2021.

#### BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis Name: Aaron I. Davis Title: Authorized Signatory

## BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender Title: Director

JOSEPH C. LEWIS

/s/ Joseph C. Lewis Joseph C. Lewis, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis Name: Aaron I. Davis Title: Authorized Signatory

AARON I. DAVIS

/s/ Aaron I. Davis Aaron I. Davis, Individually