
**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 2017

Commission File Number: 001-37773

Merus N.V.

(Exact Name of Registrant as Specified in Its Charter)

**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):

Annual General Meeting Minutes and Results

On May 30, 2017, Merus N.V. made available on its website the minutes (the “Minutes”) from its annual general meeting (the “Annual Meeting”) held on May 24, 2017.

The Minutes are furnished herewith as Exhibit 99.1 to this Report on Form 6-K. In addition, the Company is furnishing herewith as Exhibit 99.2 the results of the Annual Meeting.

Settlement Agreement with Chief Operating Officer

On May 24, 2017, Merus N.V. (the “Company”) entered into a settlement agreement with Shelley Margetson, pursuant to which Ms. Margetson resigned as a statutory director of the Company effective as of May 24, 2017 and will separate from employment with the Company effective as of August 1, 2017. Ms. Margetson served as the Company’s Executive Vice President and Chief Financial Officer from 2010 until 2016 and has served as the Company’s Chief Operating Officer since November 1, 2016.

Ms. Margetson is entitled to a severance payment equal to 12 months of her annual base salary, 50% of which will be paid in a lump sum as soon as practicable following her separation date and 50% will be paid in the form of salary continuation over the six-month period following her separation date in accordance with the Company’s customary payroll practices. In addition, Ms. Margetson will be entitled to accelerated vesting of any unvested Company options and restricted stock units held by Ms. Margetson that would have vested during the 12-month period following her separation date.

MCLA-117

The Company is also providing the following information regarding its bispecific antibody candidate, MCLA-117.

In May 2016, the Company commenced a Phase 1 trial in Europe of MCLA-117 for the treatment of patients with acute myeloid leukemia (“AML”). The Company expects to report interim data from this trial in the second half of 2017. If the interim data from this trial is favorable, the Company plans to submit an investigational new drug application to the U.S. Food and Drug Administration for a Phase 1 trial of MCLA-117 for the treatment of AML in the second half of 2017.

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: June 1, 2017

By: _____/s/ Ton Logtenberg

Name: Ton Logtenberg

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Minutes of the Annual General Meeting of Merus N.V.
99.2	Results of the Annual General Meeting of Merus N.V.

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
MERUS N.V.
May 24, 2017**

Minutes of the annual general meeting of shareholders of Merus N.V., a limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Utrecht, the Netherlands (the “**Company**”), held at the Hilton Hotel Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands, on Wednesday, May 24, 2017 at 8:00 a.m. CEST.

AGENDA ITEM 1 - OPENING OF THE AGM

Chairman The chairman of the Company’s supervisory board (the “**Supervisory Board**”) opened the meeting, introduced the other members of the Supervisory Board present at the meeting (i.e., Dr. Wolfgang Berthold, Ph.D., Dr. John P. de Koning, Ph.D.), the Company’s Chief Executive Officer, Dr. T. Logtenberg, Ph.D. (the “**CEO**”), and the Company’s Chief Financial Officer, Mr. John J. Crowley (the “**CFO**”).

The chairman also introduced the Company’s Head of Legal Europe and secretary to the Supervisory Board, Ms. Anne Noordzij, who was asked to act as the secretary for the meeting.

The chairman also introduced the Company’s Dutch legal counsels, Paul van der Bijl and Arief Roelse from the law firm NautaDutilh N.V.

Secretary Ms. Noordzij informed the meeting of the following legal matters:

- On May 9, 2017, the Company published the convening notice for the meeting in *Het Financieele Dagblad*, which is a Dutch daily newspaper with national distribution, as required by Dutch law. This notice, together with the explanatory notes thereto, was also published on the Company’s website on May 9, 2017 (the “**Notice**”).
- The legal record date for the meeting was April 26, 2017. As a matter of Dutch law, the record date determines who have meeting and voting rights at this meeting, irrespective of changes to shareholdings after that date.
- Copies of the Company’s audited annual accounts (the “**Annual Accounts**”) and annual report (the “**Annual Report**”) over the financial year ended December 31, 2016 have been made available for inspection by shareholders and others with statutory meeting rights at the Company’s registered offices in the Netherlands and on the Company’s website. Those documents would remain available for inspection until the close of the meeting.
- Approximately 78.35% of the Company’s issued share capital was represented at the meeting.
- This meeting would be conducted in the English language.

Chairman The chairman determined the voting procedure for the meeting as follows:

- Voting would take place through the use of written ballots.
- The ballots would be used for voting in favour of, or against, the proposed resolutions on today’s agenda. If a shareholder does not cast a vote, the vote will be recorded as an abstention.

- After the vote, the chairman would announce the voting results and determine whether the resolution had passed.

AGENDA ITEM 2 - DISCUSSION OF THE ANNUAL REPORT OVER THE FINANCIAL YEAR 2016

- Chairman** The chairman proceeded to the following item on the agenda, being the discussion of the Company's annual report over the financial year 2016.
- CEO** The CEO gave a brief presentation on certain operational and business matters relating to the Company.
- CFO** The CFO gave a brief presentation on certain financial matters relating to the Company.
- Chairman** The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item.

AGENDA ITEM 3 - IMPLEMENTATION OF THE COMPENSATION POLICY DURING THE FINANCIAL YEAR 2016

- Chairman** The chairman proceeded to the following item on the agenda, being the discussion of the implementation of the Company's compensation policy for its management board.
- The chairman indicated that an overview of the implementation of the Company's compensation policy has been outlined in the Annual Report.
- The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item.

AGENDA ITEM 4 - ADOPTION OF THE ANNUAL ACCOUNTS OVER THE FINANCIAL YEAR 2016

- Chairman** The chairman proceeded to the following item on the agenda, being the adoption of the Annual Accounts.
- The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 5 - EXPLANATION OF THE DIVIDEND AND RESERVATION POLICY

- Chairman** The chairman proceeded to the following item on the agenda, being the explanation of the Company's dividend and reservation policy as described in the explanatory notes to the Notice.
- The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item.

AGENDA ITEM 6 - APPOINTMENT OF THE EXTERNAL AUDITOR FOR THE FINANCIAL YEAR 2017

- Chairman** The chairman proceeded to the following item on the agenda, being the appointment the external auditor for the financial year 2017.
- The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 7 - RELEASE OF THE MANAGEMENT DIRECTORS FROM LIABILITY FOR THE EXERCISE OF THEIR DUTIES DURING THE FINANCIAL YEAR 2016

Chairman The chairman proceeded to the seventh item on the agenda, being the release of the Company's managing directors from liability for the exercise of their duties during the financial year 2016.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 8 - RELEASE OF THE SUPERVISORY DIRECTORS FROM LIABILITY FOR THE EXERCISE OF THEIR DUTIES DURING THE FINANCIAL YEAR 2016

Chairman The chairman proceeded to the following item on the agenda, being the release of the Company's supervisory directors from liability for the exercise of their duties during the financial year 2016.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 9 - CHANGE OF THE COMPANY'S CORPORATE GOVERNANCE STRUCTURE

Chairman The chairman proceeded to the following item on the agenda, being the discussion of the proposed change of the Company's governance structure from a two-tier model (with a management board acting under the supervision of a separate supervisory board) to a one-tier board model (with a unitary board of directors consisting of one or more executive directors and one or more non-executive directors), as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item.

AGENDA ITEM 10 - (I) AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION, (II) AUTHORIZATION TO IMPLEMENT SUCH AMENDMENT AND (III) DESIGNATION OF MANAGING AND SUPERVISORY DIRECTORS AS EXECUTIVE AND NON-EXECUTIVE DIRECTORS

Chairman The chairman proceeded to the following item on the agenda, being the decision to effect the proposed governance change discussed under the previous agenda item by amending the Company's articles of association, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 11 - REAPPOINTMENT OF DR. W. BERTHOLD, PH.D. AND DESIGNATION AS NON-EXECUTIVE DIRECTOR

Chairman The chairman proceeded to the following item on the agenda, being the reappointment of Dr. W. Berthold, Ph.D. and his designation as non-executive director.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 12 - REAPPOINTMENT OF DR. J.P. DE KONING, PH.D. AND DESIGNATION AS NON-EXECUTIVE DIRECTOR

Chairman The chairman proceeded to the following item on the agenda, being the reappointment of Dr. John de Koning, Ph.D. and his designation as non-executive director.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 13 - AMENDMENT OF THE COMPANY'S COMPENSATION POLICY

Chairman The chairman proceeded to the following item on the agenda, being the decision to amend the Company's compensation policy, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 14 - AMENDMENT OF THE COMPANY'S SUPERVISORY BOARD MEMBER COMPENSATION PROGRAM

Chairman The chairman proceeded to the following item on the agenda, being the decision to amend the Company's supervisory board member compensation program, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 15 - APPROVAL OF THE INCREASE OF THE GRANT DATE FAIR VALUE OF EQUITY AWARDS UNDER THE COMPANY'S SUPERVISORY BOARD MEMBER COMPENSATION PROGRAM

Chairman The chairman proceeded to the following item on the agenda, being the annual increase of the grant date fair value of equity awards under the Company's supervisory board member compensation program, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 16 - GRANTING OF EQUITY COMPENSATION TO MR. M.T. IWICKI

Chairman The chairman proceeded to the following item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Mr. M.T. Iwicki, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 17 - GRANTING OF EQUITY COMPENSATION TO DR. W. BERTHOLD, PH.D.

Chairman The chairman proceeded to the seventeenth item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Dr. W. Berthold, Ph.D., as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 18 - GRANTING OF EQUITY COMPENSATION TO MR. L.M.S. CARNOT

Chairman The chairman proceeded to the following item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Mr. L.M.S. Carnot, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 19 - GRANTING OF EQUITY COMPENSATION TO DR. J.P. DE KONING, PH.D.

Chairman The chairman proceeded to the following item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Dr. J.P. de Koning, Ph.D., as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 20 - GRANTING OF EQUITY COMPENSATION TO DR. A. MEHRA, M.D.

Chairman The chairman proceeded to the following item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Dr. A. Mehra, M.D., as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 21 - GRANTING OF EQUITY COMPENSATION TO MR. G.D. PERRY

Chairman The chairman proceeded to the following item on the agenda, being the grant of subsequent awards under the Company's supervisory board member compensation program to Mr. G.D. Perry, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 22 - APPROVAL OF AMENDMENT TO AWARDS GRANTED UNDER THE COMPANY'S 2010 EMPLOYEE OPTION PLAN

Chairman The chairman proceeded to following item on the agenda, being the approval of the amendment to the awards granted under the Company's 2010 employee option plan, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast. The requisite quorum for passing this resolution was represented at the meeting.

AGENDA ITEM 23 - GRANTING AUTHORIZATION TO ISSUE SHARES AND TO GRANT RIGHTS TO SUBSCRIBE FOR SHARES

Chairman The chairman proceeded to the following item on the agenda, being to authorization of the management board to issue shares and to grant rights to subscribe for shares, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 24 - GRANTING AUTHORIZATION TO LIMIT OR EXCLUDE PRE-EMPTION RIGHTS

Chairman The chairman proceeded to the following item on the agenda, being the authorization of the management board to limit or exclude pre-emption rights for shares, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 25 - GRANTING AUTHORIZATION TO ACQUIRE SHARES IN THE COMPANY'S CAPITAL

Chairman The chairman proceeded to the following item on the agenda, being the authorization of the management board to acquire shares in the Company's capital, as described in the explanatory notes to the Notice.

The chairman noted that there were no questions or comments from attendees of the meeting in respect of this agenda item, put the proposed resolution up for voting, and noted that the proposed resolution was passed by the requisite majority of votes cast.

AGENDA ITEM 26 - QUESTIONS AND CLOSING

Chairman There being no further questions or comments from attendees of the meeting, the chairman closed the meeting.

(signature page follows)

/s/ Mark T. Iwicki

Mark T. Iwicki
Chairman

/s/ A. Noordzij

A. Noordzij
Secretary

VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
MERUS N.V.
May 24, 2017

Shares represented at the meeting: 15,192,367 ordinary shares (~78.35% of the issued share capital).

<u>Agenda item</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. Opening	N/A	N/A	N/A
2. Annual report	N/A	N/A	N/A
3. Implementation of compensation policy			
4. Adoption of annual accounts	15,182,157	600	—
5. Dividend and reservation policy	N/A	N/A	N/A
6. Appointment of auditor	15,182,157	600	—
7. Release of managing directors from liability	15,191,047	1,320	—
8. Release of supervisory directors from liability	15,191,047	1,320	—
9. Change of corporate governance structure	N/A	N/A	N/A
10. Amendment of articles of association and re-designation of directors	15,095,442	96,925	—
11. Re-appointment of Dr. W. Berthold, Ph. D.	15,191,727	640	—
12. Re-appointment of Dr. J.P. de Koning, Ph. D.	14,671,727	20,640	500,000
13. Amendment of compensation policy	15,114,533	77,264	570
14. Amendment of supervisory board member compensation program	15,113,337	78,460	570
15. Increase of grant date fair value under supervisory board member compensation program	14,627,478	564,319	570
16. Equity compensation Mr. M.T. Iwicki	15,124,559	67,238	570

17.	Equity compensation Dr. W. Berthold, Ph.D.	15,124,579	67,238	550
18.	Equity compensation Mr. L.M.S. Carnot	15,124,579	67,238	550
19.	Equity compensation Dr. J.P. de Koning, Ph.D.	14,624,579	67,238	500,550
20.	Equity compensation Dr. A. Mehra, M.D.	15,124,579	67,238	550
21.	Equity compensation Mr. G.D. Perry	15,124,579	67,238	550
22.	Amendment of awards under 2010 employee option plan	15,123,724	68,643	—
23.	Authorization of board to issue shares and grant rights to subscribe for shares	15,123,974	68,373	20
24.	Authorization of board to limit or exclude pre-emption rights	15,125,509	66,838	20
25.	Authorization of board to repurchase shares	15,191,157	1,190	20
26.	Close	N/A	N/A	N/A

For confirmation

/s/ A. Noordzij

A. Noordzij

Secretary of the meeting