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

SCHEDULE 13G/A

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)***

Merus N.V.
(Name of Issuer)

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

N5749R100
(CUSIP Number)

December 31, 2020
(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)
- 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).

1.	NAMES OF REPORTING PERSONS Medixi Growth I LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Jersey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 1,562,872
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 1,562,872
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,562,872	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.2% (1)	
12.	TYPE OF REPORTING PERSON PN	

- (1) The percentage of class was calculated based on 37,158,272 shares of the Issuer's common shares, nominal value €0.09 per share ("**Common Stock**"), as set forth in the Issuer's prospectus supplement, dated January 21, 2021, and filed with the Securities and Exchange Commission (the "**Commission**") on January 22, 2021 (the "**Prospectus Supplement**").

1.	NAMES OF REPORTING PERSONS Medixi Growth Co-Invest I LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Jersey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 37,128
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 37,128
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 37,128	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 <0.1% (1)	
12.	TYPE OF REPORTING PERSON PN	

1.	NAMES OF REPORTING PERSONS Medicxi Growth I GP Limited	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Jersey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 1,600,000
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 1,600,000
	8.	SHARED DISPOSITIVE POWER 0
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 <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.3% (1)	
12.	TYPE OF REPORTING PERSON OO	

1.	NAMES OF REPORTING PERSONS Medixi Ventures Management (Jersey) Limited	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Jersey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 1,600,000
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 1,600,000
	8.	SHARED DISPOSITIVE POWER 0
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 <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.3% (1)	
12.	TYPE OF REPORTING PERSON OO	

Item 1. Issuer

- (a) Name of Issuer:
Merus N.V. (the "**Issuer**")
- (b) Address of Issuer's Principal Executive Offices:
Yalelaan 62
3584 CM Utrecht
The Netherlands

Item 2. Filing Person

- (a) – (c) Name of Persons Filing; Address; Citizenship:
- (i) Medicxi Growth I LP ("**Growth I**");
 - (ii) Medicxi Growth Co-Invest I LP ("**Growth Co-Invest I**");
 - (iii) Medicxi Growth I GP Limited ("**Growth I GP**"), which is the sole general partner of Growth I and Growth Co-Invest I;
 - (iv) Medicxi Ventures Management (Jersey) Limited ("**Manager**"), which is appointed by Growth I GP as the manager of Growth I and Growth Co-Invest I.

The address of the principal business office of each of the Reporting Persons is Andrew Jeanne c/o Intertrust Fund Services (Jersey) Limited, 44 Esplanade, St. Helier, Jersey JE4 9WG.

Each of Growth I and Growth Co-Invest I is a Jersey limited partnership. Each of Growth I GP and Manager is a Jersey limited liability company.

- (d) Title of Class of Securities:
Common shares, nominal value €0.09 per share
- (e) CUSIP Number:
N5749R100

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

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);

- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) and (b) Amount beneficially owned:

- (i) Growth I directly owns 1,562,872 shares of Common Stock (the "**Growth I Shares**"), which represents approximately 4.2% of the outstanding shares of Common Stock.
- (ii) Growth Co-Invest I directly owns 37,128 shares of Common Stock (the "**Growth Co-Invest I Shares**"), which represents approximately <0.1% of the outstanding shares of Common Stock.
- (iii) Growth I GP is the general partner of Growth I and Growth Co-Invest I and may be deemed to beneficially own the Growth I Shares and the Growth Co-Invest I Shares (the "**Shares**"), which in the aggregate is 1,600,000 shares of Common Stock and represents approximately 4.3% of the outstanding shares of Common Stock.
- (iv) Manager has been appointed by Growth I GP as manager of Growth I and Growth Co-Invest I and may be deemed to beneficially own the Shares.

(c) Number of shares as to which such person has:

Reporting Person	Number of Shares of Common Stock			
	(i)	(ii)	(iii)	(iv)
Growth I	1,562,872	0	1,562,872	0
Growth Co-Invest I	37,128	0	37,128	0
Growth I GP	1,600,000	0	1,600,000	0
Manager	1,600,000	0	1,600,000	0

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

The percentage of class was calculated based on 37,158,272 shares of the Issuer's common shares, nominal value €0.09 per share ("**Common Stock**"), as set forth in the Issuer's prospectus supplement, dated January 21, 2021, and filed with the Securities and Exchange Commission (the "**Commission**") on January 22, 2021 (the "**Prospectus Supplement**").

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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

Not applicable.

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.

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.

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.

Date: February 11, 2021

Medicxi Growth I LP

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director
For and on behalf of
Medicxi Ventures Management (Jersey) Limited
as manager of Medicxi Growth I LP

Medicxi Growth Co-Invest I LP

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director
For and on behalf of
Medicxi Ventures Management (Jersey) Limited
as manager of Medicxi Growth Co-Invest I LP

Medicxi Growth I GP Limited

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director

Medicxi Ventures Management (Jersey) Limited

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director

EXHIBIT INDEX

Exhibit

99.1 Joint Filing Statement

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: February 11, 2021

Medicxi Growth I LP

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director
For and on behalf of
Medicxi Ventures Management (Jersey) Limited as manager
of Medicxi Growth I LP

Medicxi Growth Co-Invest I LP

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director
For and on behalf of
Medicxi Ventures Management (Jersey) Limited as manager
of Medicxi Growth Co-Invest I LP

Medicxi Growth I GP Limited

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director

Medicxi Ventures Management (Jersey) Limited

By: /s/ Andrew Jeanne
Name: Andrew Jeanne
Title: Director