

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 20, 2021**

---

**MERUS N.V.**

(Exact name of registrant as specified in its charter)

---

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)

**001-37773**  
(Commission  
File Number)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Yalelaan 62  
3584 CM Utrecht  
The Netherlands**  
(Address of principal executive offices) (Zip Code)

**+31 85 016 2500**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, €0.09 nominal value per share	MRUS	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 1.02. Termination of a Material Definitive Agreement.**

As previously disclosed, on August 6, 2020, Merus N.V. (the “Company”) entered into an Open Market Sale Agreement<sup>sm</sup> (the “Sales Agreement”), with Jefferies LLC (“Jefferies”), to sell, at its option, its common shares, par value €0.09 per share (the “Common Shares”), having aggregate gross sales proceeds of up to \$75 million, from time to time, through an “at the market” equity offering program under which Jefferies acted as sales agent.

On January 20, 2021, the Company delivered written notice to Jefferies, effective as of such date, to terminate the Sales Agreement, pursuant to Section 7(b)(i) thereof. The Company is not subject to any termination penalties related to the termination of the Sales Agreement. During the three months ended December 31, 2020, the Company sold 2,451,281 Common Shares under the Sales Agreement for gross proceeds of \$39.5 million.

A copy of the Sales Agreement was filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 7, 2020 (the “Prior Form 8-K”). The description of the Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Sales Agreement filed as Exhibit 10.1 to the Prior Form 8-K.

**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 hereunto duly authorized.

**MERUS N.V.**

Date: January 20, 2021

By: /s/ Sven A. Lundberg  
Name: Sven (Bill) Ante Lundberg  
Title: President, Chief Executive Officer and Principal Financial Officer