

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE 13D (RULE 13d-101)

### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. \_\_\_)\*

**Merus B.V.**  
(Name of Issuer)

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

N5749R100  
(CUSIP Number)

Nathalie Auber  
Sofinnova Ventures, Inc.  
3000 Sand Hill Road, Bldg 4, Suite 250  
Menlo Park, CA 94025  
(650) 681-8420  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**COPY TO:**  
Linda Daley, Esq.  
c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP  
1200 Seaport Blvd., Redwood City, CA 94063  
(650) 463-5243

May 19, 2016  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

This information required on 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.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Sofinnova Venture Partners IX, L.P. ("SVP IX")	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS WC	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,401,403 shares, except that Sofinnova Management IX, L.L.C. ("SM IX"), the general partner of SVP IX, may be deemed to have sole voting power, and Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy"), and Dr. Anand Mehra ("Mehra"), the managing members of SM IX, may be deemed to have shared power to vote these shares.
	8.	SHARED VOTING POWER See response to row 7.
	9.	SOLE DISPOSITIVE POWER 1,401,403 shares, except that SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power and Powell, Healy, and Mehra, the managing members of SM IX, may be deemed to have shared power to dispose of these shares.
	10.	SHARED DISPOSITIVE POWER See response to row 9.
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,401,403
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	9.1%
14.	TYPE OF REPORTING PERSON	PN

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Sofinnova Management IX, L.L.C. ("SM IX")	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole voting power, and Powell, Healy, and Mehra, the managing members of SM IX, may be deemed to have shared power to vote these shares.
	8.	SHARED VOTING POWER See response to row 7.
	9.	SOLE DISPOSITIVE POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power, and Powell, Healy, and Mehra, the managing members of SM IX, may be deemed to have shared dispositive power over these shares.
	10.	SHARED DISPOSITIVE POWER See response to row 9.
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,401,403
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	9.1%
14.	TYPE OF REPORTING PERSON	OO

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Dr. Michael F. Powell ("Powell")	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER -0-
	8.	SHARED VOTING POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole voting power, and Powell, a managing member of SM IX, may be deemed to have shared voting power to vote these shares.
	9.	SOLE DISPOSITIVE POWER -0-
	10.	SHARED DISPOSITIVE POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power, and Powell, a managing member of SM IX, may be deemed to have shared power to dispose of these shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,401,403
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	9.1%
14.	TYPE OF REPORTING PERSON	IN

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Dr. James I. Healy ("Healy")	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) <span style="float: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER -0-
	8.	SHARED VOTING POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole voting power, and Healy, a managing member of SM IX and a director of the Issuer, may be deemed to have shared voting power to vote these shares.
	9.	SOLE DISPOSITIVE POWER -0-
	10.	SHARED DISPOSITIVE POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power, and Healy, a managing member of SM IX, may be deemed to have shared power to dispose of these shares.
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,401,403
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	9.1%
14.	TYPE OF REPORTING PERSON	IN

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Dr. Anand Mehra ("Mehra")	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) <span style="float: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,401,403 shares, except that Sofinnova Management IX, L.L.C. ("SM IX"), the general partner of SVP IX, may be deemed to have sole voting power, and Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy"), and Dr. Anand Mehra ("Mehra"), the managing members of SM IX, may be deemed to have shared power to vote these shares.
	8.	SHARED VOTING POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole voting power, and Mehra, a managing member of SM IX, may be deemed to have shared voting power to vote these shares.
	9.	SOLE DISPOSITIVE POWER 1,401,403 shares, except that SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power and Powell, Healy, and Mehra, the managing members of SM IX, may be deemed to have shared power to dispose of these shares.
	10.	SHARED DISPOSITIVE POWER 1,401,403 shares, all of which are owned directly by SVP IX. SM IX, the general partner of SVP IX, may be deemed to have sole dispositive power, and Mehra, a managing member of SM IX, may be deemed to have shared power to dispose of these shares.
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,401,403
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	9.1%
14.	TYPE OF REPORTING PERSON	IN

**Statement on Schedule 13D**

This Statement on Schedule 13D relates to the beneficial ownership of Common Shares, €0.09 nominal value per share (“Common Shares”), of Merus B.V., a Netherlands public company with limited liability (*naamloze vennootschap*) (“Issuer”) and is being filed to reflect the acquisition of Common Shares by Sofinnova Venture Partners IX, L.P., a Delaware limited partnership (“SVP IX”), Sofinnova Management IX, L.L.C., a Delaware limited liability company (“SM IX”), Dr. Michael F. Powell (“Powell”), Dr. James I. Healy (“Healy”), and Dr. Anand Mehra (“Mehra” and collectively with SVP IX, SM IX, Powell, and Healy, the “Reporting Persons”).

**ITEM 1. SECURITY AND ISSUER.**

- (a) The class of equity securities to which this statement relates is the Common Shares of the Issuer.
- (b) The Issuer’s principal executive offices are located at Padualaan 8 (postvak 133), 3584 CH Utrecht, the Netherlands.

**ITEM 2. IDENTITY AND BACKGROUND.**

(a) The persons and entities filing this Schedule 13D are SVP IX, SM IX, Powell, Healy, and Mehra. SM IX, the general partner of SVP IX, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by SVP IX.

(b) The address of the principal place of business for each of the Reporting Persons is c/o Sofinnova Ventures, 3000 Sand Hill Road, Bldg 4, Suite 250, Menlo Park, California 94025.

(c) The principal occupation of each of the Reporting Persons is the venture capital investment business. The principal business of SVP IX is to make investments in private and public companies, and the principal business of SM IX is to serve as the general partner of SVP IX. Powell, Healy and Mehra are the managing members of SM IX. Mehra is a member of the supervisory board of the Issuer.

(d) During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) SVP IX is a Delaware limited partnership. SM IX is a Delaware limited liability company. Powell, Healy, and Mehra are U.S. citizens.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

In August 2015, SVP IX entered into a Class C subscription agreement pursuant to which SVP IX acquired from the Issuer an aggregate 1,275,894 Class C preferred shares for a purchase price of €6.66 per share, or €8,497,454.04 in the aggregate. The Class C preferred shares accrued stock dividends payable in kind upon the conversion of the preferred shares into common shares at a rate of 8% per annum accruing from the date of issuance.

On May 6, 2016, the Issuer effected a 1-for-1.8 reverse stock split of the issued common and preferred shares. Following the reverse stock split, SVP IX held 708,830 Class C preferred shares.

The Class C preferred shares converted into Common Shares at a conversion ratio of one Common Share for every one Class C preferred share immediately prior to the closing of the Issuer’s initial public offering of Common Shares (“Offering”). Accordingly, in connection with the closing of the Offering, the Class C preferred stock automatically converted into 708,830 Common Shares. The aggregate amount of stock dividends that accrued through the closing of the Offering from the Class C preferred shares held by SVP IX was 42,573 Common Shares, all of which were issued to SVP IX in connection with the conversion of Class C preferred shares into Common Shares in the Offering.

---

In connection with the Offering, SVP IX purchased 650,000 Common Shares at \$10.00 per share, or \$6,500,000 in the aggregate. Such purchase occurred pursuant to and on the terms set forth in the Issuer's Prospectus filed pursuant to Rule 424(b)(4) on May 18, 2016 with the Securities and Exchange Commission (the "Prospectus").

Unless noted above, the source of the funds for all purchases and acquisitions by the Reporting Persons was from working capital.

Unless noted above, no part of the purchase price was borrowed by any Reporting Person for the purpose of acquiring any securities discussed in this Item 3.

#### **ITEM 4. PURPOSE OF TRANSACTION.**

The Reporting Persons hold their securities of the Issuer for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional Common Shares and/or retain and/or sell all or a portion of the Common Shares held by the Reporting Persons in the open market or in privately negotiated transactions, and/or may distribute the Common Shares held by the Reporting Persons to their respective members or limited partners. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Shares, general market and economic conditions, ongoing evaluation of the Issuer's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities, and other future developments. Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

#### **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

(a,b) Regarding aggregate beneficial ownership, see Row 11 of the cover page of each Reporting Person. Regarding percentage beneficial ownership, see Row 13 of the cover page of each Reporting Person. Regarding sole power to vote shares, see Row 7 of the cover page of each Reporting Person. Regarding shared power to vote shares, see Row 8 of the cover page of each Reporting Person. Regarding sole power to dispose of shares, see Row 9 of the cover page of each Reporting Person. Regarding shared power to dispose of shares, see Row 10 of the cover page of each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 15,425,800 Common Shares outstanding immediately after the Offering.

(c) Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the securities of the Issuer during the past 60 days.

(d) Under certain circumstances set forth in the limited partnership agreement of SVP IX, the general partner and limited partners of SVP IX may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by such entity of which they are a partner.

(e) Not applicable.

#### **ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Pursuant to a Lock-Up Agreement (the "Lock-Up Agreement") entered into with Citigroup Global Markets Inc. and Jefferies LLC as representatives of a group of Underwriters, relating to the Offering, SVP IX agrees, subject to limited exceptions, not to offer, sell, contract to sell, pledge or otherwise dispose of any Common Shares for a period from the effective date of the Lock-Up Agreement until 180 days after such date. Such Lock-Up Agreement is more fully described in the Prospectus and was filed as Exhibit A of Exhibit 1.1 to the Issuer's Amendment No. 3 to Form F-1 Registration Statement (File No. 333-207490), and such description is incorporated herein by reference.

---



Certain of the Reporting Persons are party to a Shareholders' Agreement among the Issuer, such Reporting Persons and other shareholders. Subject to the terms of such Shareholders' Agreement and a Registration Rights Agreement, SVP IX can demand registration rights, short-form registration rights and piggyback registration rights. Such Shareholders' Agreement dated as of August 20, 2015 is more fully described in the Prospectus and was filed as Exhibit 10.11 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490), and such description is incorporated herein by reference. The form of Registration Rights Agreement is more fully described in the Prospectus and was filed as Exhibit 4.1 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490), and such description is incorporated herein by reference.

Mehra, in his capacity as a supervisory board member of the Issuer, along with the other supervisory board members of the Issuer, entered into an Indemnification Agreement with the Issuer, as more fully described in the Prospectus, and such description is incorporated herein by reference to Exhibit 10.4 to the Issuer's Amendment No. 3 to Form F-1 Registration Statement (File No. 333-207490).

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

EXHIBIT A	Agreement of Joint Filing.
EXHIBIT B	Power of Attorney
EXHIBIT C	Form of Lock-Up Agreement described in Item 6, filed as Exhibit A of Exhibit 1.1 to the Issuer's Amendment No. 3 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
EXHIBIT D	Form of Shareholders' Agreement described in Item 6, filed as Exhibit 10.11 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
EXHIBIT E	Form of Registration Rights Agreement described in Item 6, filed as Exhibit 4.1 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
EXHIBIT F	Form of Indemnification Agreement for board members and senior management, filed as Exhibit 10.4 to the Issuer's Amendment No. 3 to Form F-1 (File No. 333-207490) is incorporated herein by reference.

SIGNATURES

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: May 26, 2016

SOFINNOVA VENTURE PARTNERS IX, L.P., a Delaware Limited Partnership

By: SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company  
Its: General Partner

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

DR. JAMES I. HEALY  
DR. MICHAEL F. POWELL  
DR. ANAND MEHRA

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

---

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
A	Agreement of Joint Filing.
B	Power of Attorney
C	Form of Lock-Up Agreement described in Item 6, filed as Exhibit A of Exhibit 1.1 to the Issuer's Amendment No. 3 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
D	Form of Shareholders' Agreement described in Item 6, filed as Exhibit 4.6 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
E	Form of Registration Rights Agreement described in Item 6, filed as Exhibit 4.1 to the Issuer's Amendment No. 1 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.
F	Form of Indemnification Agreement for board members and senior management, filed as Exhibit 10.4 to the Issuer's Amendment No. 3 to Form F-1 Registration Statement (File No. 333-207490) is incorporated herein by reference.

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13D (or any amendment thereto) relating to the Common Shares of Merus B.V. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13D.

Date: May 26, 2016

SOFINNOVA VENTURE PARTNERS IX, L.P., a Delaware Limited Partnership

By: SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company  
Its: General Partner

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

DR. JAMES I. HEALY  
DR. MICHAEL F. POWELL  
DR. ANAND MEHRA

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

---

EXHIBIT B

Power of Attorney

Nathalie Auber has signed this Schedule 13D as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.

---