

Merus N.V.
Form SC 13G/A
January 22, 2019
6

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)¹

Merus N.V.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

N57495100
(CUSIP Number)

December 31, 2018
(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)

¹ 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. The 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. N57495100

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX IF
A (a) [] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER

-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED
DISPOSITIVE
POWER

-0-

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

-0-

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

-0-

12. TYPE OF
REPORTING
PERSON

CO

* As of December 31, 2018.

CUSIP No. N57495100

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK THE APPROPRIATE BOX IF
A (a) [] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER

-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

7.

SOLE
DISPOSITIVE
POWER

-0-

8. SHARED
DISPOSITIVE
POWER

-0-

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

-0-

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

-0-

12. TYPE OF
REPORTING
PERSON

CO

* As of December 31, 2018.

CUSIP No. N57495100

AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on January 18, 2017 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

ITEM
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

J&J: One Johnson & Johnson Plaza, New Brunswick, NJ 08933
JJDC: 410 George Street, New Brunswick NJ 08901

OWNERSHIP:

(a) through (c)

ITEM 4 The information set forth in the cover pages to this Amendment No. 1 to Schedule 13G is incorporated herein by reference thereto.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM 5 If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

CUSIP No. N57495100

SIGNATURE

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

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III
Name: Thomas J. Spellman III
Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman
Name: Kevin Norman
Title: Assistant Secretary