

MERCK & CO INC
Form DEFA14A
March 25, 2009

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
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 Soliciting Material Pursuant to §240.14a-12

Merck & Co., Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- (4) Date Filed:

This filing consists of “Behind the Merger with Chris Scalet” and a related video transcript, first available to employees on March 24, 2009 and posted on the Merck & Co., Inc. (“Merck”) internal website on March 25, 2009, in connection with the proposed transaction between Merck and Schering-Plough Corporation.

Behind the Merger With Chris Scalet

Dick Clark and other members of the Executive Committee have filmed a series of short videos to provide you with more details on the recent Merck and Schering-Plough merger. This video is the eighth in the series, each highlighting different aspects of the merger agreement. Each video segment will only be available for one week from its distribution date.

Transcripts are available in English, Spanish, Portuguese, French, Chinese, Korean, Russian, Japanese, Italian and German.

[Click here to view the video or transcripts of "Behind the Merger With Chris Scalet."](#)

Behind the Merger with Chris Scalet

A merger for Global Services of this magnitude means a number of things. First and foremost, because of the global reach of Schering-Plough and the fact that a huge part of their business is outside of the United States primarily in Europe it's going to give our organization an opportunity to truly be global; to reach into different parts of the world where we traditionally haven't had that significant a reach so it's a tremendous opportunity. The second thing is that it is going to be great for our employee base. It's going to give our employees access to some new challenges that they haven't had before. It's going to give them a chance to learn new things and to grow into areas that probably wouldn't have been in our area, in Merck in the immediate future. All in all, while there is a tremendous amount of work ahead of us and a number of challenges and certainly decisions, this is a tremendous opportunity for the organization and I'm really excited about it.

As a result of the merger with Schering-Plough, Executive Committee has made a number of decisions as it relates to the COMET program. We've made the decision to go forward with the U.S. implementation of COMET. In correlation with that, we also made the decision to go forward with the global Hire-to-Retire program. Which means we're also going to be launching the global portal that will enable a number of the HR processes.

The decision we've made in relation to COMET in other parts of the world outside of the United States is we've made the decision to take a delay and the purpose of the delay, in essence, is to go back and see what the environment will look like given the fact that Schering-Plough is now going to be a part of that. As we all know, Schering-Plough has got a huge presence in Europe. With the European implementation coming up in the next year, we thought it might make sense to go back and see; would we change the implementation plan given that fact that we obviously want to integrate Schering-Plough into Merck.

I have every confidence in our ability to pull this off and I look forward to working with the team as we take this thing through the next year or so.

Forward-Looking Statements

This communication includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about the benefits of the proposed merger between Merck and Schering-Plough, including future financial and operating results, the combined company’s plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Merck’s and Schering-Plough’s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the possibility that the expected synergies from the proposed merger of Merck and Schering-Plough will not be realized, or will not be realized within the expected time period, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; the ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the actual terms of the financing required for the merger and/or the failure to obtain such financing; the failure of Schering-Plough or Merck stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; Merck’s and Schering-Plough’s ability to accurately predict future market conditions; dependence on the effectiveness of Merck’s and Schering-Plough’s patents and other protections for innovative products; the risk of new and changing regulation and health policies in the U.S. and internationally and the exposure to litigation and/or regulatory actions. Merck and Schering-Plough undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in Merck’s 2008 Annual Report on Form 10-K, Schering-Plough’s 2008 Annual Report on Form 10-K and each company’s other filings with the Securities and Exchange Commission (the “SEC”) available at the SEC’s Internet site (www.sec.gov).

Additional Information

In connection with the proposed transaction, Schering-Plough will file a registration statement, including a joint proxy statement of Merck and Schering-Plough, with the SEC. Investors are urged to read the registration statement and joint proxy statement (including all amendments and supplements to it) because they will contain important information. Investors may obtain free copies of the registration statement and joint proxy statement when they become available, as well as other filings containing information about Merck and Schering-Plough, without charge, at the SEC’s Internet web site (www.sec.gov). These documents may also be obtained for free from Schering-Plough’s Investor Relations web site (www.schering-plough.com) or by directing a request to Schering-Plough’s Investor Relations at (908) 298-7436. Copies of Merck’s filings may be obtained for free from Merck’s Investor Relations Web Site (www.merck.com) or by directing a request to Merck at Merck’s Office of the Secretary, (908) 423-1000.

Merck and Schering-Plough and their respective directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies from Merck and Schering-Plough shareholders in respect of the proposed transaction.

Information regarding Schering-Plough’s directors and executive officers is available in Schering-Plough’s proxy statement for its 2008 annual meeting of shareholders, filed with the SEC on April 23, 2008, and information regarding Merck’s directors and executive officers is available in Merck’s proxy statement for its 2009 annual meeting

of stockholders, filed with the SEC on March 13, 2009. Additional information regarding the interests of such potential participants in the proposed transaction will be included in the registration statement and joint proxy statement filed with the SEC in connection with the proposed transaction.