

Merus N.V.
Form SC 13G
January 18, 2017
CUSIP No. N57495100

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

Merus N.V.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

N57495100
(CUSIP Number)

December 31, 2016
(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 (b) ☐ MEMBER OF A GROUP
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey
5.	SOLE VOTING POWER -0-
6.	SHARED VOTING POWER 1,195,943*
7.	SOLE DISPOSITIVE POWER -0-
8.	SHARED DISPOSITIVE POWER 1,195,943*
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

	PERSON
	1,195,943*
	CHECK
	BOX
	IF
	THE
	AGGREGATE
	AMOUNT
10.	IN []
	ROW
	(9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
11.	REPRESENTED
	BY AMOUNT IN
	ROW (9)
	7.4%**
12.	TYPE OF
	REPORTING
	PERSON
	CO

* As of December 31, 2016

** Based on 16,079,675 Common Shares outstanding as of September 30, 2016, as reported in the Issuer's Report on Form 6-K filed with the Securities and Exchange Commission on November 7, 2016

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 (b) ☐ MEMBER OF A GROUP
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey
5.	SOLE VOTING POWER -0-
6.	SHARED VOTING POWER 1,195,943*
7.	SOLE DISPOSITIVE POWER -0-
8.	SHARED DISPOSITIVE POWER 1,195,943*
9.	AGGREGATE AMOUNT BENEFICIALLY

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

	OWNED BY EACH REPORTING PERSON 1,195,943* CHECK BOX IF THE AGGREGATE AMOUNT 10. IN [] ROW (9) EXCLUDES CERTAIN SHARES
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.4%**
12.	TYPE OF REPORTING PERSON CO

* As of December 31, 2016

** Based on 16,079,675 Common Shares outstanding as of September 30, 2016, as reported in the Issuer's Report on Form 6-K filed with the Securities and Exchange Commission on November 7, 2016

CUSIP No. N57495100
SCHEDULE 13G

ITEM
1(a) NAME OF ISSUER:

Merus N.V.

ITEM
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Yalelaan 62
3584 CM Utrecht
The Netherlands

ITEM
2(a) NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Innovation-JJDC, Inc., a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

One Johnson & Johnson Plaza
New Brunswick, NJ 08933

ITEM
2(c) CITIZENSHIP:

J&J: New Jersey
JJDC: New Jersey

ITEM
2(d) TITLE OF CLASS OF SECURITIES:

Common Shares

ITEM
2(e) CUSIP NUMBER:

N5749R100

ITEM
3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM 4 OWNERSHIP:

The information set forth in Rows 5 through 9 and 11 of the cover pages of this Schedule 13G is incorporated herein by reference.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

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 COMPANY:

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:

Not applicable.

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 18, 2017

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III

Name: Thomas J. Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Steven M. Rosenberg

Name: Steven M. Rosenberg

Title: Secretary