

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>GENMAB A/S</u>  (Last) (First) (Middle) <u>CARL JACOBSENS VEJ 30</u>  (Street) <u>2500 VALBY G7</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Merus N.V. [ MRUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, nominal value EUR 0.09 per share	12/18/2025		P		212,177	A	\$97	71,946,801 <sup>(1)(2)</sup>	I <sup>(1)(2)</sup>	See footnotes <sup>(1)(2)</sup>
Common Shares, nominal value EUR 0.09 per share	12/19/2025		P		66,264	A	\$97	72,013,065 <sup>(1)(2)</sup>	I <sup>(1)(2)</sup>	See footnotes <sup>(1)(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On September 29, 2025, Genmab A/S ("Parent"), Genmab Holding II B.V., a wholly owned subsidiary of Parent ("Purchaser"), and the Issuer entered into a transaction agreement (the "Transaction Agreement"). Pursuant to the terms of the Transaction Agreement, Purchaser commenced a tender offer for all the issued and outstanding common shares, nominal value EUR 0.09 per share (the "Common Shares") of the Issuer (the "Offer"), and, on December 12, 2025, following the expiration of the initial offering period of the Offer (the "Expiration Time"), Purchaser accepted 71,463,077 Common Shares that were validly tendered and not properly withdrawn pursuant to the Offer as of the Expiration Time, representing approximately 94.2% of the Issuer's outstanding Common Shares, in exchange for a cash payment equal to \$97.00 per Common Share, without interest and less applicable withholding taxes.
- On December 12, 2025, Purchaser commenced a subsequent offering period during which Purchaser acquired an additional 271,547 Common Shares through December 17, 2025, as well as an additional 212,177 Common Shares on December 18, 2025, and an additional 66,264 Common Shares on December 19, 2025. Parent, as the parent entity of Purchaser, beneficially owns the Common Shares held directly by Purchaser.

/s/ Jan G. J. van de Winkel,  
President and Chief Executive 12/22/2025  
Officer, Genmab A/S  
/s/ Anthony Pagano, Executive  
Vice President & Chief 12/22/2025  
Financial Officer, Genmab  
A/S

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.