

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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. Date of Event Requiring Statement (Month/Day/Year) <u>12/12/2025</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Merus N.V. [MRUS]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Shares, nominal value EUR 0.09 per share | 71,463,077 | I ⁽¹⁾ | See footnote ⁽¹⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. 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. 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 Officer, 12/18/2025
Genmab A/S

/s/ Anthony Pagano, Executive Vice President & Chief Financial Officer, 12/18/2025
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 5 (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.