

Merck & Co., Inc.  
Form 8-K  
November 02, 2016

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): November 2, 2016**

**Merck & Co., Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**New Jersey**  
**(State or Other Jurisdiction of Incorporation)**

**1-6571**  
**(Commission File Number)**

**22-1918501**  
**(I.R.S. Employer Identification No.)**

**2000 Galloping Hill Road, Kenilworth, NJ**

**(Address of Principal Executive Offices)**

**07033**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code (908) 740-4000**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On November 2, 2016, Merck & Co., Inc. (the Company) closed an underwritten public offering of 500,000,000 aggregate principal amount of 0.500% Notes due 2024 (the 2024 Notes) and 500,000,000 aggregate principal amount of 1.375% Notes due 2036 (the 2036 Notes and, together with the 2024 Notes, collectively, the Notes) under the Company's Registration Statement on Form S-3ASR (Registration No. 333-208308).

The Notes are being issued under an indenture dated as of January 6, 2010, between the Company and U.S. Bank Trust National Association, as trustee, a copy of which was attached as Exhibit 4.1 to the Company's Current Report on Form 8-K previously filed with the Securities and Exchange Commission on December 10, 2010 and is incorporated herein by reference. Copies of the officers' certificate for each series of the Notes (including forms of each of the respective Notes attached thereto) pursuant to Section 301 of the indenture governing the Notes are attached hereto as exhibits 4.1 and 4.2 and are incorporated herein by reference. The legal opinion related to these Notes is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 4.1 0.500% Notes due 2024 Officers' Certificate of the Company dated November 2, 2016, including form of the 2024 Notes.
- 4.2 1.375% Notes due 2036 Officers' Certificate of the Company dated November 2, 2016, including form of the 2036 Notes.
- 5.1 Opinion and Consent of Michael J. Holston, Esq., Executive Vice President and General Counsel of the Company.
- 23.1 Consent of Michael J. Holston, Esq., Executive Vice President and General Counsel of the Company (contained in Exhibit 5.1 to this Current Report on Form 8-K).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Merck & Co., Inc.

Date: November 2, 2016

By: /s/ Katie E. Fedosz  
Katie E. Fedosz  
Senior Assistant Secretary

EXHIBIT INDEX

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                              |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1                       | 0.500% Notes due 2024 Officers Certificate of the Company dated November 2, 2016, including form of the 2024 Notes.                                             |
| 4.2                       | 1.375% Notes due 2036 Officers Certificate of the Company dated November 2, 2016, including form of the 2036 Notes.                                             |
| 5.1                       | Opinion and Consent of Michael J. Holston, Esq., Executive Vice President and General Counsel of the Company.                                                   |
| 23.1                      | Consent of Michael J. Holston, Esq., Executive Vice President and General Counsel of the Company (contained in Exhibit 5.1 to this Current Report on Form 8-K). |