

Merck & Co., Inc.
Form 8-K
January 26, 2018

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) **January 26, 2018 (January 23, 2018)**

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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Incorporated by reference is a press release issued by Merck & Co., Inc. (Merck or the Company) on January 24, 2018, attached as Exhibit 99.1, announcing the election of Inge Thulin, to the Company's Board of Directors (the Board), effective March 1, 2018. The Board of Directors appointed Mr. Thulin as a member of the Governance Committee and Compensation and Benefits Committee of the Board.

For his service on the Board of Directors, Mr. Thulin will receive compensation as a non-employee director in accordance with the Company's non-employee director compensation practices described under the Director Compensation section of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 10, 2017.

There are no arrangements or understandings between Mr. Thulin and any person pursuant to which he was elected to the Board, nor does he have a relationship or related transaction with the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K of the Securities and Exchange Commission in connection with his appointment as a director of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued January 24, 2018

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | <u>Press Release issued January 24, 2018</u> |

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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: January 26, 2018 | By: | /s/ Faye C. Brown | |
| | | Name: | Faye C. Brown |
| | | Title: | Senior Assistant Secretary |