

MERCK & CO INC
Form DEFA14A
April 17, 2009

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:

- ☐ Preliminary Proxy Statement
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Merck & Co., Inc.
(Name of Registrant as Specified In Its Charter)

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This filing consists of an article published in Merck & Co., Inc.'s internal newsletter on April 17, 2009.

Published in The Daily on April 17 article 1

Dick Clark and Executive Committee Members Meet With Schering-Plough Employees

Last week, Merck Chairman, President and CEO Dick Clark, along with members of Executive Committee (EC), met with Schering-Plough colleagues during a series of town hall meetings at Schering-Plough's facilities in Kenilworth and Roseland, N.J. During the meetings, Merck leaders shared with Schering employees their vision for the combined company and gave insight into their respective areas.

Schering-Plough CEO Fred Hassan and members of Schering-Plough's Executive Management Team (EMT) shared the stage with Dick and EC. At each meeting, Fred introduced Dick as a strong leader with an open, candid style. Dick in turn thanked Fred and Schering-Plough employees for transforming their company over the past few years into a strong global competitor.

Dick told Schering-Plough colleagues of the impending merger, "We have an opportunity to set a standard that has yet to be achieved in the industry. We will emerge stronger together than alone." He described the merger integration process as "the opportunity to take the best programs, processes and people from Schering-Plough and bring them together with Merck to create a new company."

EC and EMT members spoke of their mutual respect for each organization and their belief that bringing the two companies together will create undeniable strengths in science, product offerings, manufacturing capabilities and geographic reach. They were candid about the impact of mergers on colleagues and their families and the need to be sensitive to what people are experiencing. Leaders also reinforced that the substantial majority of Schering-Plough colleagues will join the new company and it is important that these future colleagues are able to continue to do their best work.

In addition to questions about job impact, organizational structure and timing, Schering-Plough colleagues asked about Merck's culture, and the culture leadership wants to foster for the combined company. Dick consistently said he envisions "a company recognized worldwide for our scientific innovation; a company with a culture that is customer-focused, marked by colleagues with the courage and candor to challenge ideas, and where we are skilled at rapid and disciplined decision-making."

These meetings coincided with the Integration Kick-off meeting held between the two companies' Integration Teams in New Brunswick, N.J.

Forward-Looking Statements

This communication includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about the benefits of the proposed merger between Merck and Schering-Plough, including future financial and operating results, the combined company’s plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Merck’s and Schering-Plough’s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the possibility that the expected synergies from the proposed merger of Merck and Schering-Plough will not be realized, or will not be realized within the expected time period, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; the ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the actual terms of the financing required for the merger and/or the failure to obtain such financing; the failure of Schering-Plough or Merck stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; Merck’s and Schering-Plough’s ability to accurately predict future market conditions; dependence on the effectiveness of Merck’s and Schering-Plough’s patents and other protections for innovative products; the risk of new and changing regulation and health policies in the U.S. and internationally and the exposure to litigation and/or regulatory actions. Merck and Schering-Plough undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in Merck’s 2008 Annual Report on Form 10-K, Schering-Plough’s 2008 Annual Report on Form 10-K and each company’s other filings with the Securities and Exchange Commission (the “SEC”) available at the SEC’s Internet site (www.sec.gov).

Additional Information

In connection with the proposed transaction, Schering-Plough will file a registration statement, including a joint proxy statement of Merck and Schering-Plough, with the SEC. Investors are urged to read the registration statement and joint proxy statement (including all amendments and supplements to it) because they will contain important information. Investors may obtain free copies of the registration statement and joint proxy statement when they become available, as well as other filings containing information about Merck and Schering-Plough, without charge, at the SEC’s Internet web site (www.sec.gov). These documents may also be obtained for free from Schering-Plough’s Investor Relations web site (www.schering-plough.com) or by directing a request to Schering-Plough’s Investor Relations at (908) 298-7436. Copies of Merck’s filings may be obtained for free from Merck’s Investor Relations Web Site (www.merck.com) or by directing a request to Merck at Merck’s Office of the Secretary, (908) 423-1000.

Merck and Schering-Plough and their respective directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies from Merck and Schering-Plough shareholders in respect of the proposed transaction.

Information regarding Schering-Plough’s directors and executive officers is available in Schering-Plough’s proxy statement for its 2008 annual meeting of shareholders, filed with the SEC on April 23, 2008, and information regarding Merck’s directors and executive officers is available in Merck’s proxy statement for its 2009 annual meeting of stockholders, filed with the SEC on March 13, 2009. Additional information regarding the interests of such potential participants in the proposed transaction will be included in the registration statement and joint proxy

statement filed with the SEC in connection with the proposed transaction.