

MERCK & CO INC  
Form DEFA14A  
May 08, 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  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
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Merck & Co., Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- (2) Form, Schedule or Registration Statement No.:
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This filing consists of a Merck & Co., Inc. (“Merck”) letter to suppliers, first mailed on May 7, 2009, in connection with the proposed transaction between Merck and Schering-Plough Corporation.

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## Letter to Merck Suppliers

On March 9th, 2009 a definitive merger agreement was announced under which Merck and Schering-Plough plan to combine under the name Merck. The combined company will be positioned for sustained growth through scientific innovation and a stronger, more diversified product portfolio. Moreover, the combination of Merck and Schering-Plough will create a global healthcare leader that remains fully committed to patients, employees, and the communities where we work and live.

Due to the need to obtain shareholder and regulatory clearance and other procedures, the merger is expected to be completed in the fourth quarter of 2009.

The process of integrating the two companies can not begin until after the close of the merger (although the companies can do pre-integration planning). Today, and moving forward, our first priority at Merck remains to serve the needs of our patients and customers on a global basis. Prior to completion of the merger, the companies will operate separately and independently. We will conduct "business as usual" with our suppliers until the actual closing.

We realize the potential combination of Merck's and Schering-Plough's external spend for goods and services may result in growth opportunities for some suppliers and the loss of business for others. We fully intend to continue our strategic procurement policies and practices, including aggregating business to preferred supplier relationships where appropriate, the use of competitive sourcing techniques, and sourcing globally to achieve the best overall value in terms of quality, supply assurance, innovation, and cost. In addition, we remain committed to treating our suppliers fairly and equitably, and providing growth opportunities for those suppliers who bring the best overall value propositions forward.

We will keep you informed about relevant developments and look forward to the prospects of a mutually beneficial business relationship in the future.

Sincerely,

Richard Spoor  
Senior Vice President, Global Procurement

## Forward-Looking Statements

This communication contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on Merck's and Schering-Plough's managements' current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding product development, product potential or financial performance. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. 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. Forward-looking statements in this communication should be evaluated together with the many uncertainties that affect either companies' business, particularly those mentioned in the risk factors and cautionary statements set forth in Item 1A of either companies' annual reports on Form 10-K for the year ended December 31, 2008, in their respective quarterly reports on Form 10-Q and in their

respective current reports on Form 8-K, including, the current report on Form 8-K filed by Merck on March 10, 2009, each of which is incorporated by reference.

These reports are available at <http://www.merck.com> and [www.schering-plough.com](http://www.schering-plough.com).

#### 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 Securities and Exchange Commission (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](http://www.sec.gov)). These documents may also be obtained for free from Schering-Plough's Investor Relations web site ([www.schering-plough.com](http://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](http://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 2009 annual meeting of shareholders, filed with the SEC on April 27, 2009, 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.

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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](http://www.sec.gov)).

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