

MERCK & CO INC  
Form DEFA14A  
May 15, 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  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement  
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 o Definitive Proxy Statement  
 o Definitive Additional Materials  
 x Soliciting Material Pursuant to §240.14a-12

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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This filing consists of a Merck & Co., Inc. (“Merck”) Global Human Health communication template, first used on May 13, 2009, in connection with the proposed transaction between Merck and Schering-Plough Corporation.

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## Global Human Health Communication Template

Across GHH over the past two years, we have done extensive work to put the customer at the center, introduce our new commercial models, become more lean and nimble, build for growth in emerging markets and expand our potential offerings through business development. The pending merger with Schering-Plough, if approved, will provide us with a broader portfolio, pipeline and global presence to drive growth and resume a leadership standing in the industry.

This combination of our longer-term strategy work with the merger enables us to be very clear as an organization about what we need to do right now. Our entire organization should be focused on three things: driving our business in 2009, integration, and compliance. And effective immediately, we are taking work out of the system to be sure that this is what people are focused on.

Across GHH, we set a goal to stop or delay 75% of the strategic projects, including the staffing and funding that accompany those projects, if those projects are not related to driving our business in 2009 or compliance. For example, in EMEAC, where 28 markets have already rolled out new commercial models (NCM), we will not implement NCM in any new markets until after the merger. In the U.S., we continue to work on our obligations under the Physician Payment Sunshine Act, which is an initiative related to compliance, and will delay the initiatives looking at the customization of promotional resources.

In our region/division, we will continue work on the following strategic initiatives:

In our region/division, we are stopping work on the following (x) of (x) strategic initiatives:

As a leadership team, we appreciate how much work has gone into many of these initiatives, and want to thank the people on these teams for their accomplishments to date and for their flexibility in moving on to work on our reprioritized list of initiatives. Once the merger has been completed, we will re-evaluate which of the initiatives we are delaying or stopping are still necessary in light of the strengths, challenges and opportunities for the combined company -- with the understanding that we must continue to prioritize our work based on the needs of our customers and our business.

Given the broad scope of work for GHH with our diverse businesses around the world, it's not always possible to have the organization align around just a few things. However, right now, we can -- and we must. Our organization must focus on our 2009 objectives, starting with this quarter, to make sure that Merck is the strongest company possible heading into the merger. Today and every day, please ask yourself: is what I am doing related to driving our business with our customers, the integration, or compliance? If the answer is no, then please consider whether and how that work needs to be done.

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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 [www.merck.com](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.

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

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