

MERCK & CO INC  
Form DEFA14A  
March 24, 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   
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Check the appropriate box:

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Merck & Co., Inc.  
(Name of Registrant as Specified In Its Charter)

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This filing consists of “Behind the Merger with Mirian Graddick-Weir” and a related video transcript, first available to employees on March 23, 2009 and posted on the Merck & Co., Inc. (“Merck”) internal website on March 24, 2009, in connection with the proposed transaction between Merck and Schering-Plough Corporation.

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#### Behind the Merger With Mirian Graddick-Weir

Dick Clark and other members of the Executive Committee have filmed a series of short videos to provide you with more details on the recent Merck and Schering-Plough merger. This video is the seventh in the series, each highlighting different aspects of the merger agreement. Each video segment will only be available for one week from its distribution date.

Transcripts are available in English, Spanish, Portuguese, French, Chinese, Korean, Russian, Japanese, Italian and German.

[Click here to view the video or transcripts of "Behind the Merger With Mirian Graddick-Weir."](#)

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Behind the Merger with Mirian Graddick-Weir

Well, whenever you bring two large companies together there are really two important factors; one is the culture and one is the people. I had an opportunity to work with Adam Schechter and individuals from Schering-Plough – some of my counterparts – and we put together a set of principles that are really designed to guide our decisions throughout the integration process and a subset of those principles are really related to how we're going to treat people.

The first is that we have to remember that there really are a large number of people that are going to be coming over from Schering-Plough. It's going to be a very, very large organization at the end of the transaction and we want to make sure that people know that as those employees come over many of them will follow their work, others will be deployed to other roles; but a large majority of the people will come in and join the Merck family.

There are a couple of other people principles that I think are very important; one of them is treating people with dignity and respect. I've always been very proud to be a Merck employee because we've always had a long track record of treating people with dignity and respect through various transitions. We are committed to treating our Schering-Plough employees with dignity and respect as we transition them into Merck.

Another important principle is communication and transparency. We know how important it is to communicate to people throughout this transition and also to have ways in which we can understand what people's questions are and get back to them as quickly as possible and inform them as decisions are being made and we're going to continue to do that.

We have a wonderful opportunity here, as we bring the two companies together, to make sure that we really leverage the talents and capabilities of the people. Ken was really, really excited about the products and I know that Peter was very excited about the pipeline and I'm very excited as we merge the two companies about the people. I think one of the important things is how we treat people through this transition and I think it's going to say a lot to the ultimate success of the transition.

I'm very excited about the opportunity that this merger brings to increase our pool of talent; we have terrific talent across both companies and I think when we bring them together, we'll be an even stronger, more successful company.

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## 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)).

## 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](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 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.