

Merck & Co. Inc.
Form DEFA14A
April 15, 2013

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

(Amendment No.)

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

Definitive Additional Materials

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)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 28, 2013.**

Meeting Information

MERCK & CO., INC.

Meeting Type: Annual

For Shareholders as of: April 1, 2013

Date: May 28, 2013 **Time:** 10:30 a.m. Eastern Time

Location: Bridgewater Marriott
700 Commons Way
Bridgewater, New Jersey

You are receiving this communication because you hold shares in the company named above.

MERCK & CO., INC.

ONE MERCK DRIVE

P. O. BOX 100

WHITEHOUSE STATION, NJ 08889

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT CHAIRMAN'S LETTER ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or ELECTRONIC copy by E-MAIL:

If you want to receive a paper or electronic copy of these documents by e-mail, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 14, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends a vote FOR Items 1 through 3.

1. *Election of Directors* The Board of Directors recommends a vote FOR the Nominees listed below:

1a. Leslie A. Brun

1b. Thomas R. Cech

1c. Kenneth C. Frazier

1d. Thomas H. Glocer

1e. William B. Harrison Jr.

1f. C. Robert Kidder

1g. Rochelle B. Lazarus

1h. Carlos E. Represas

1i. Patricia F. Russo

1j. Craig B. Thompson

1k. Wendell P. Weeks

1l. Peter C. Wendell
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2. Ratification of the appointment of the Company's independent registered public accounting firm for 2013.

3. Advisory vote to approve executive compensation.

The Board of Directors recommends a vote AGAINST Items 4 through 7.

4. Shareholder proposal concerning shareholders' right to act by written consent.

5. Shareholder proposal concerning special shareholder meetings.

6. Shareholder proposal concerning a report on charitable and political contributions.

7. Shareholder proposal concerning a report on lobbying activities.

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