Merck & Co., Inc.
Form 8-K
May 24, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 24, 2018 (May 22, 2018)

Merck & Co., Inc.
(Exact name of registrant as specified in its charter)

| New Jersey | 1-6571 | 22-1918501 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| 2000 Galloping Hill Road, Kenilworth, NJ | 07033 |
|---|---|
| (Address of principal executive offices) | (Zip code) |

Registrant's telephone number, including area code: (908) 740-4000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
¨Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
¨Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
¨Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
¨Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ¨
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of Shareholders of Merck & Co., Inc. (the "Company") was held on May 22, 2018.

(b) Shareholders voted on the matters set forth below:

Item 1. All of the following persons nominated were elected to serve as directors and received the number of votes set forth opposite their respective names:

| Names | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|---|---|---|---|
| Leslie A. Brun | 1,827,098,962 | 102,392,479 | 17,434,638 | 377,689,096 |
| Thomas R. Cech, Ph.D. | 1,933,013,873 | 10,078,270 | 3,833,936 | 377,689,096 |
| Pamela J. Craig | 1,923,215,576 | 20,040,572 | 3,669,931 | 377,689,096 |
| Kenneth C. Frazier | 1,868,544,596 | 72,397,245 | 5,984,238 | 377,689,096 |
| Thomas H. Glocer | 1,903,562,070 | 39,186,407 | 4,177,602 | 377,689,096 |
| Rochelle B. Lazarus | 1,907,501,758 | 35,633,410 | 3,790,911 | 377,689,096 |
| John H. Noseworthy, M.D. | 1,935,362,697 | 7,617,284 | 3,946,098 | 377,689,096 |
| Paul B. Rothman, M.D. | 1,935,440,135 | 7,527,286 | 3,958,658 | 377,689,096 |
| Patricia F. Russo | 1,855,506,892 | 87,686,345 | 3,732,842 | 377,689,096 |
| Craig B. Thompson, M.D. | 1,928,220,863 | 14,788,148 | 3,917,068 | 377,689,096 |
| Inge G. Thulin | 1,806,775,605 | 136,388,582 | 3,761,892 | 377,689,096 |
| Wendell P. Weeks | 1,670,043,646 | 272,857,131 | 4,025,302 | 377,689,096 |
| Peter C. Wendell | 1,921,321,065 | 21,606,797 | 3,998,217 | 377,689,096 |

Item 2. A proposal to approve, by non-binding advisory vote, the compensation of our Named Executive Officers received the following votes:

| For | Against | Abstained | Broker Non-Votes |
|---|---|---|---|
| 1,832,053,440 | 105,387,018 | 9,485,621 | 377,689,096 |

Item 3. A proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018 received the following votes:

| For | Against | Abstained |
|---|---|---|
| 2,281,231,563 | 37,071,153 | 6,312,459 |

Item 4. A shareholder proposal concerning shareholders' right to act by written consent received the following votes:

| For | Against | Abstained | Broker Non-Votes |
|---|---|---|---|
| 867,269,109 | 1,066,251,463 | 13,405,507 | 377,689,096 |

A majority of votes cast was required for all four proposals to be approved.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2018

Merck & Co., Inc.

By: /s/ Faye C. Brown
Name: Faye C. Brown
Title: Senior Assistant Secretary