

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Davis Robert M			Merck & Co., Inc. [MRK]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, CEO & President		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
MERCK & CO., INC., 126 EAST LINCOLN AVENUE			2/13/2024					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
RAHWAY, NJ 07065						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/13/2024		M		41,509	A	\$75.36	389,835.757	D	
Common Stock	2/13/2024		M		108,491	A	\$73.73	498,326.757	D	
Common Stock	2/13/2024		S		124,676	D	\$125.7431 ⁽¹⁾	373,650.757	D	
Common Stock	2/13/2024		S		25,324	D	\$126.3733 ⁽²⁾	348,326.757	D	
Common Stock	2/14/2024		M		85,021	A	\$73.73	433,347.757	D	
Common Stock	2/14/2024		S		85,021	D	\$125.3993 ⁽³⁾	348,326.757	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$75.36 ⁽⁴⁾	2/13/2024		M		41,509	5/1/2021 ⁽⁵⁾	4/30/2030	Common Stock	41,509	\$0	83,020	D	
Stock Option (Right to Buy)	\$73.73 ⁽⁴⁾	2/13/2024		M		108,491	5/4/2022 ⁽⁶⁾	5/3/2031	Common Stock	108,491	\$0	181,781	D	
Stock Option (Right to Buy)	\$73.73 ⁽⁴⁾	2/14/2024		M		85,021	5/4/2022 ⁽⁶⁾	5/3/2031	Common Stock	85,021	\$0	96,760	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.2700 to \$126.2600, inclusive. The reporting person undertakes to provide to Merck & Co., Inc., any security holder of Merck & Co., Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.2650 to \$126.525, inclusive. The reporting person undertakes to provide to Merck & Co., Inc., any security holder of Merck & Co., Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.0900 to \$125.8200, inclusive. The reporting person undertakes to provide to Merck & Co., Inc., any security holder of Merck & Co., Inc., or the staff of the Securities and

Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) Exercise price and holdings reflect the adjustments that occurred as of June 2, 2021 in connection with the Organon & Co. ("Organon") spin-off as described in the registration statement on Form 10 filed with the SEC by Organon (the "Form 10"). As reported in the Form 10, all Merck stock option awards outstanding as of immediately prior to the distribution date were converted on the distribution date into adjusted Merck awards for Merck employees to preserve the same intrinsic value and general terms and conditions (including vesting) as were in place immediately prior to the adjustments.
- (5) The option vested and became exercisable in three equal installments on 5/1/2021, 5/1/2022 and 5/1/2023.
- (6) The option vests and becomes exercisable in three equal installments on 5/4/2022, 5/4/2023 and 5/4/2024.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Robert M MERCK & CO., INC. 126 EAST LINCOLN AVENUE RAHWAY, NJ 07065	X		Chairman, CEO & President	

Signatures

/s/ Kelly E. W. Grez as Attorney-in-Fact for Robert M. Davis

2/15/2024

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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