

Merck & Co. Inc.
Form 8-A12B
October 15, 2014

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Merck & Co., Inc.

(Exact Name of Registrant as Specified in Its Charter)

New Jersey

(State of incorporation or organization)

22-1918501

(I.R.S. Employer Identification No.)

One Merck Drive, PO Box 100, Whitehouse Station, NJ
(Address of Principal Executive Offices of Registrant)

08889-0100
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which |
|------------------------------|---------------------------------------|
| to be so Registered | Each Class is to be Registered |
| 1.125% Notes due 2021 | New York Stock Exchange |
| 1.875% Notes due 2026 | New York Stock Exchange |
| 2.500% Notes due 2034 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-185248

Securities to be registered pursuant to Section 12(g) of the Act:

None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the 1.125% Notes due 2021, 1.875% Notes due 2026 and 2.500% Notes due 2034 (the Debt Securities) of Merck & Co., Inc. (the Company or the Registrant). For a description of the Debt Securities, reference is made to: (i) the information set forth under the heading Description of Debt Securities We May Offer in the Prospectus, dated December 3, 2012, included in the Registrant's Registration Statement on Form S-3 (File No. 333-185248) under the Securities Act of 1933, as amended (the Securities Act), as filed with the Securities and Exchange Commission (the SEC) on December 3, 2012 (the Registration Statement) and (ii) the information set forth under the heading Description of the Notes in the Registrant's Prospectus Supplement, dated October 6, 2014, as filed with the SEC on October 8, 2014, pursuant to Rule 424(b) the Securities Act, each of which is incorporated by reference herein.

Item 2. Exhibits.

| Exhibit | Description |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | 1.125% Notes due 2021 Officers' Certificate of the Company dated October 15, 2014, including form of the 2021 Notes. (incorporated by reference to Exhibit 4.1 to Merck & Co., Inc.'s Current Report on Form 8-K filed with the SEC on October 15, 2014.) |
| 4.2 | 1.875% Notes due 2026 Officers' Certificate of the Company dated October 15, 2014, including form of the 2026 Notes. (incorporated by reference to Exhibit 4.2 to Merck & Co., Inc.'s Current Report on Form 8-K filed with the SEC on October 15, 2014.) |
| 4.3 | 2.500% Notes due 2034 Officers' Certificate of the Company dated October 15, 2014, including form of the 2034 Notes. (incorporated by reference to Exhibit 4.3 to Merck & Co., Inc.'s Current Report on Form 8-K filed with the SEC on October 15, 2014.) |
| 4.4 | Indenture, dated as of January 6, 2010, between the Company and U.S. Bank Trust National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Merck & Co., Inc.'s Current Report on Form 8-K filed with the SEC on December 10, 2010.) |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 15, 2014

MERCK & CO., INC.

By: /s/ Katie E. Fedosz

Name: Katie E. Fedosz

Title: Senior Assistant Secretary

INDEX TO EXHIBITS

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