Merck Completes Acquisition of Themis

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Milestone Reflects Merck’s Commitment to Accelerate SARS-CoV-2 Vaccine Program

KENILWORTH, N.J.--(BUSINESS WIRE)-- Merck (NYSE: MRK), known as MSD outside the United States and Canada, today announced the completion of the acquisition of Themis, a privately-held company focused on vaccines and immune-modulation therapies for infectious diseases and cancer. The U.S. Federal Trade Commission has granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and Merck has received merger control clearance from the Austrian Federal Competition Authority. Themis is now a wholly-owned subsidiary of Merck.

An initial focus of this agreement is acceleration of the development of a measles vector-based SARS-CoV-2 vaccine candidate. This candidate is currently in pre-clinical development, and clinical studies are planned to start later in 2020.

Themis developed a broad pipeline of vaccine candidates and immune-modulatory therapies using its innovative measles virus vector platform based on a vector originally developed by scientists at the Institut Pasteur, a world-leading European vaccine research institute, and licensed exclusively to Themis for select viral indications. In March, Themis joined a consortium together with the Institut Pasteur and The Center for Vaccine Research at the University of Pittsburgh, supported by funding from the Coalition for Epidemic Preparedness Innovations (CEPI), to develop a vaccine candidate targeting SARS-CoV-2 for the prevention of COVID-19.

Measles Vector Platform

The measles vector platform is being evaluated across a wide range of infectious disease and immunology
indications. It uses a modified measles vaccine virus as a vector and can be engineered to express a wide range of antigens. The measles vector is designed to provide a vehicle to deliver antigens to the immune system capable of triggering a protective memory response. It has been incorporated into vaccine development programs against infectious diseases including SARS, Chikungunya, MERS, and Lassa fever. Originally developed at the Institut Pasteur, the technology platform was first licensed to Themis in 2010.

**Merck’s response to coronavirus (COVID-19)**

As a company dedicated to saving and improving lives, Merck recognizes that we have a special responsibility to help. In response to the COVID-19 pandemic, Merck is focused on protecting the safety of its employees and their families, ensuring that our supply of medicines and vaccines reaches our patients and customers, contributing our scientific expertise to the development of antiviral and vaccine approaches, and supporting health care providers and our communities. We thank the many health care providers and volunteers, including our own employees, who are doing so much to help affected patients and communities. To learn more, please visit [www.merck.com/COVID-19](http://www.merck.com/COVID-19).

**About Merck**

For more than 125 years, Merck, known as MSD outside of the United States and Canada, has been inventing for life, bringing forward medicines and vaccines for many of the world’s most challenging diseases in pursuit of our mission to save and improve lives. We demonstrate our commitment to patients and population health by increasing access to health care through far-reaching policies, programs and partnerships. Today, Merck continues to be at the forefront of research to prevent and treat diseases that threaten people and animals – including cancer, infectious diseases such as HIV and Ebola, and emerging animal diseases – as we aspire to be the premier research-intensive biopharmaceutical company in the world. For more information, visit [www.merck.com](http://www.merck.com) and connect with us on [Twitter](https://twitter.com/), [Facebook](https://www.facebook.com/), [Instagram](https://www.instagram.com/), [YouTube](https://www.youtube.com/) and [LinkedIn](https://www.linkedin.com/).

**Forward-Looking Statement of Merck & Co., Inc., Kenilworth, N.J., USA**

This news release of Merck & Co., Inc., Kenilworth, N.J., USA (the “company”) includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon the current beliefs and expectations of the company’s management and are subject to significant risks and uncertainties. There can be no guarantees with respect to pipeline products that the products will receive the necessary regulatory approvals or that they will prove to be commercially successful. If underlying assumptions prove inaccurate or risks or uncertainties materialize, actual results may differ materially from those set forth in the forward-looking statements.
Risks and uncertainties include but are not limited to, general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of the recent global outbreak of novel coronavirus disease (COVID-19); the impact of pharmaceutical industry regulation and health care legislation in the United States and internationally; global trends toward health care cost containment; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approval; the company’s ability to accurately predict future market conditions; manufacturing difficulties or delays; financial instability of international economies and sovereign risk; dependence on the effectiveness of the company’s patents and other protections for innovative products; and the exposure to litigation, including patent litigation, and/or regulatory actions.

The company undertakes 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 the company’s 2019 Annual Report on Form 10-K and the company’s other filings with the Securities and Exchange Commission (SEC) available at the SEC’s Internet site (www.sec.gov).

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