

MERCK & CO INC  
Form 425  
March 17, 2009

Filed by Schering-Plough Corporation  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934

Subject Companies: Schering-Plough Corporation  
Commission File No.: 1-6571  
Merck & Co., Inc.  
Commission File No.: 1-3305

*The following was posted on-line at [www.anewmerck.com](http://www.anewmerck.com) on March 17, 2009.*

### **What People Are Saying**

"Merck is expanding its franchise in cardiovascular, respiratory and oncology drugs, and shoring up its research pipeline Merck will benefit from the worldwide reach of Schering-Plough, which generates about 70 percent of its sales outside of the United States "

- The New York Times  
March 9, 2009

"Within a consolidating pharmaceutical industry, the Merck/Schering-Plough merger will stand out as having a good pipeline and strong cash flow to debt characteristics."

- Michael Levesque  
Senior Vice President, Moody's Investor Service  
Press Release, March 9, 2009

"Which pharmaceutical company is going to be the last one standing when all is said and done? Merck may be the underdog at roughly half the market cap, but I think the new Merck looks a lot better than a combined Pfizer plus Wyeth."

- Brian Orelli, Ph.D.  
The Motley Fool, March 9, 2009

Permission to use quotations neither sought nor obtained.

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### Forward-Looking Statements

This communication includes forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about the benefits of the proposed merger between Merck and Schering-Plough, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Merck's and Schering-Plough's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the possibility that the expected synergies from the proposed merger of Merck and Schering-Plough will not be realized, or will not be realized within the expected time period, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; the ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the actual terms of the financing required for the merger and/or the failure to obtain such financing; the failure of Schering-Plough or Merck stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; Merck's and Schering-Plough's ability to accurately predict future market conditions; dependence on the effectiveness of Merck's and Schering-Plough's patents and other protections for innovative products; the risk of new and changing regulation and health policies in the U.S. and internationally and the exposure to litigation and/or regulatory actions. Merck and Schering-Plough undertake 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 Merck's 2008 Annual Report on Form 10-K, Schering-Plough's 2008 Annual Report on Form 10-K and each company's other filings with the Securities and Exchange Commission (the SEC) available at the SEC's Internet site ([www.sec.gov](http://www.sec.gov)).

### Additional Information

**In connection with the proposed transaction, Schering-Plough will file a registration statement, including a joint proxy statement of Merck and Schering-Plough, with the SEC. Investors are urged to read the registration statement and joint proxy statement (including all amendments and supplements to it) because they will contain important information.** Investors may obtain free copies of the registration statement and joint proxy statement when they become available, as well as other filings containing information about Merck and Schering-Plough, without charge, at the SEC's Internet web site ([www.sec.gov](http://www.sec.gov)). These documents may also be obtained for free from Schering-Plough's Investor Relations web site ([www.schering-plough.com](http://www.schering-plough.com)) or by directing a request to Schering-Plough's Investor Relations at (908) 298-7436. Copies of Merck's filings may be obtained for free from Merck's Investor Relations Web Site ([www.merck.com](http://www.merck.com)) or by directing a request to Merck at Merck's Office of the Secretary, (908) 423-1000.

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Merck and Schering-Plough and their respective directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies from Merck and Schering-Plough shareholders in respect of the proposed transaction.

Information regarding Schering-Plough's directors and executive officers is available in Schering-Plough's proxy statement for its 2008 annual meeting of shareholders, filed with the SEC on April 23, 2008, and information regarding Merck's directors and executive officers is available in Merck's proxy statement for its 2009 annual meeting of stockholders, filed with the SEC on March 13, 2009. Additional information regarding the interests of such potential participants in the proposed transaction will be included in the registration statement and joint proxy statement filed with the SEC in connection with the proposed transaction.

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