

MERCK SHARP & DOHME CORP.  
Form S-8 POS  
November 05, 2009

As filed with the Securities and Exchange Commission on November 4, 2009

Registration No. 333-139562

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**Merck Sharp & Dohme Corp.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(IRS Employer

Identification Number)

One Merck Drive

Whitehouse Station, New Jersey 08889-0100

(908) 423-1000

(Address of principal executive offices, including zip code)

**MERCK & CO., INC. 2007 INCENTIVE STOCK PLAN**

**Celia A. Colbert**

**Secretary**

**Merck Sharp & Dohme Corp.**

**One Merck Drive**

**Whitehouse Station, New Jersey 08889-0100**

(Name, address, including zip code, of agent for service)

**(908) 423-1000**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

The Registration Statement on Form S-8 (Registration No. 333-139562) of Merck & Co., Inc. ( Merck ) pertaining to 155,000,000 shares of common stock of Merck & Co., Inc., par value \$0.01 per share (the Merck Common Stock ), under the Merck & Co., Inc. 2007 Incentive Stock Plan was filed with the Securities and Exchange Commission on December 21, 2006 (the Registration Statement ).

On November 3, 2009, Merck completed its previously announced transactions with Schering-Plough Corporation (the Parent ) pursuant to the Agreement and Plan of Merger, dated as of March 8, 2009, as amended, by and among Merck, Parent, SP Merger Subsidiary One, Inc., and SP Merger Subsidiary Two, Inc. (the Transactions ). In the Transactions, Merck merged into a subsidiary of Parent, Parent changed its name to Merck & Co., Inc. and Merck changed its name to Merck Sharp and Dohme Corp. In addition, each outstanding share of Merck Common Stock was automatically converted into the right to one share of common stock of Parent. Accordingly, Merck has terminated all offerings of Merck Common Stock under its existing registration statements, including the Registration Statement. In accordance with an undertaking made by Merck in the Registration Statement to remove from registration, by means of a post-effective amendment, and shares of Merck Common Stock which remain unsold at the termination of the offering, Merck hereby removes from registration 46,170,555 authorized shares of Merck Common Stock reserved for issuance under the Registration Statement that remain unsold and unissued as of the effective date of the Transactions (the Unsold Shares ). Parent is concurrently filing a Registration Statement on Form S-8 (the New Registration Statement ) to register, among other shares, the Unsold Shares with respect to the Plan. The \$215,394 registration fee previously paid by Merck to register the Unsold Shares being deregistered under this Post-Effective Amendment No. 1 to the Registration Statement will be carried forward and applied to the registration fee due as a result of registering the Unsold Shares, among other shares, on the New Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Whitehouse Station, State of New Jersey, on the 3rd day of November, 2009.

MERCK SHARP & DOHME CORP.

By: /s/ CELIA A. COLBERT  
**Celia A. Colbert**  
**Secretary**

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.