

Merck & Co. Inc.
Form 8-K
May 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (date of earliest event reported): May 25, 2010

MERCK & CO., INC.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization)

(Commission file number)

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

One Merck Drive, P.O. Box 100,

Whitehouse Station, NJ
(Address of principal executive offices)

08889
(Zip code)

Registrant's telephone number, including area code: (908) 423-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) *Retirement of Director.* On May 25, 2010, Dr. Samuel O. Thier retired from the Board of Directors of Merck & Co., Inc. (Merck or the Company).

(c) *Compensation of President.* As previously reported, Kenneth C. Frazier was appointed to succeed Richard T. Clark as President of the Company, effective as of May 1, 2010. In recognition of his new responsibilities and the Company's expectations of his future contributions, on May 26, 2010, Merck's Compensation and Benefits Committee (the Committee) of the Board of Directors increased Mr. Frazier's base salary by 11% from \$1,083,900 to \$1,200,000 annually, effective May 1, 2010. In addition, the Committee increased Mr. Frazier's Executive Incentive Plan target from 105% to 125% of base salary for the 2010 performance year, based on Company and individual performance and at the discretion of the Committee.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following matters were voted upon at the Annual Meeting of Shareholders held on May 25, 2010, and received the votes set forth below:

1. All of the following persons nominated were elected to serve as directors and received the number of votes set opposite their respective names:

| Names | For | Against | Abstained | Broker Non-Votes |
|--------------------------|---------------|------------|-----------|------------------|
| Leslie A. Brun | 2,293,467,501 | 31,114,694 | 5,090,622 | 302,056,726 |
| Thomas R. Cech | 2,305,472,499 | 19,509,047 | 4,691,271 | 302,056,726 |
| Richard T. Clark | 2,262,237,581 | 62,541,590 | 4,893,646 | 302,056,726 |
| Thomas H. Glocer | 2,231,095,009 | 93,360,476 | 5,217,332 | 302,056,726 |
| Steven F. Goldstone | 2,298,266,259 | 26,657,840 | 4,748,718 | 302,056,726 |
| William B. Harrison, Jr. | 2,296,293,234 | 28,643,676 | 4,735,907 | 302,056,726 |
| Harry R. Jacobson | 2,304,348,798 | 20,104,573 | 5,219,446 | 302,056,726 |
| William N. Kelley | 2,228,025,973 | 96,691,111 | 4,955,733 | 302,056,726 |
| C. Robert Kidder | 2,300,551,724 | 24,100,321 | 5,020,772 | 302,056,726 |
| Rochelle B. Lazarus | 2,304,811,476 | 20,137,524 | 4,723,817 | 302,056,726 |
| Carlos E. Represas | 2,304,506,419 | 20,346,924 | 4,819,474 | 302,056,726 |
| Patricia F. Russo | 2,296,619,107 | 28,467,855 | 4,585,855 | 302,056,726 |
| Thomas E. Shenk | 2,305,738,695 | 19,241,064 | 4,693,058 | 302,056,726 |
| Anne M. Tatlock | 2,297,303,503 | 27,717,176 | 4,652,138 | 302,056,726 |
| Craig B. Thompson | 2,303,920,343 | 21,227,834 | 4,524,640 | 302,056,726 |
| Wendell P. Weeks | 2,304,309,936 | 20,640,572 | 4,722,309 | 302,056,726 |
| Peter C. Wendell | 2,299,468,244 | 25,542,016 | 4,662,557 | 302,056,726 |

2. A proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2010 received 2,604,355,843 votes FOR and 21,110,644 votes AGAINST, with 6,263,056 abstentions.
3. A proposal to adopt the 2010 Incentive Stock Plan received 2,079,604,094 votes FOR and 238,694,265 votes AGAINST, with 11,355,648 abstentions and 302,075,538 broker non-votes.
4. A proposal to adopt the 2010 Non-Employee Directors Stock Option Plan received 2,134,534,787 votes FOR and 182,592,096 votes AGAINST, with 12,527,119 abstentions and 302,075,543 broker non-votes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 28, 2010

Merck & Co., Inc.

By: /s/ Debra A. Bollwage
Name: Debra A. Bollwage
Title: Senior Assistant Secretary