

Merck & Co. Inc.  
Form FWP  
September 11, 2012

September 10, 2012

Filed pursuant to Rule 433

Registration No. 333-163858

**Pricing Term Sheet**

Merck & Co., Inc.

September 10, 2012

1.100% Notes due 2018  
2.400% Notes due 2022  
3.600% Notes due 2042

Ratings of the Notes: A1 / AA

Trade Date: September 10, 2012

Settlement Date: September 13, 2012

Bookrunners: Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers: BNP Paribas Securities Corp., Deutsche Bank Securities Inc., RBS Securities Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., HSBC Securities (USA) Inc., Morgan Stanley & Co. LLC

Title:	1.100% Notes due 2018	2.400% Notes due 2022	3.600% Notes due 2042
Size:	\$1,000,000,000	\$1,000,000,000	\$500,000,000
Maturity:	January 31, 2018	September 15, 2022	September 15, 2042
Interest Payment Dates:	January 31 and July 31, commencing January 31, 2013	March 15 and September 15, commencing March 15, 2013	March 15 and September 15, commencing March 15, 2013

Coupon: 1.100%

Benchmark: 0.625% due August 31, 2017

Treasury:

Treasury Yield: 0.639%

Spread to

Benchmark T+50 bps

Treasury:

Yield to Maturity: 1.139%

Price to Public: 99.797%

Underwriting: 35 bps

Discount:

Optional Redemption: T+10 bps

2.400%

1.625% due August 15,

2022

1.654%

T+75 bps

2.404%

99.965%

45 bps

T+12.5 bps. At any time on or after three months prior to the maturity date, the notes due 2022 will be

3.600%

3.000% due May 15, 2042

2.788%

T+90 bps

3.688%

98.411%

87.5 bps

T+15 bps. At any time on or after six months prior to the maturity date, the notes due 2042 will be redeemable as a whole or in part,

Edgar Filing: Merck & Co. Inc. - Form FWP

redeemable as a whole or in part, at our option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the notes to be redeemed to the date of redemption.

at our option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the notes to be redeemed to the date of redemption.

CUSIP: 58933Y AC9  
ISIN: US58933YAC93

589331 AT4  
US589331AT41

589331AS6  
US589331AS67

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-877-858-5407, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.

This pricing term sheet supplements the preliminary form of prospectus supplement issued by Merck & Co., Inc. on September 10, 2012 relating to its Prospectus dated December 18, 2009.

---