

Sanofi  
Form FWP  
April 03, 2013

*Filed pursuant to Rule 433*

*Registration Statement No. 333-187156*

*April 3, 2013*

## **Sanofi**

### **Final Term Sheet**

#### **US\$1,500,000,000 1.250% Notes Due 2018**

|                                |   |
|--------------------------------|---|
| Issuer                         | Sanofi  |
| Format                         | SEC-registered global notes   |
| Title                          | 1.250% Notes due 2018   |
| Total initial principal amount | US\$1,500,000,000   |
| Issue price                    | 99.561%   |
| Pricing date                   | April 3, 2013   |
| Expected settlement date       | April 10, 2013, which will be the fifth business day following the initial date of trading of the notes (such settlement cycle being referred to as T+5 ). Under applicable rules and regulations, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. |
| Maturity date                  | April 10, 2018, unless earlier redeemed   |
| Day count                      | 30/360  |
| Day count convention           | Following unadjusted  |

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|                     |  |
|---------------------|--|
| Optional redemption | Make-whole call at Treasury Rate plus 10 bps |
| Tax redemption      | Applicable                                   |
| Ranking             | Unsecured and unsubordinated                 |
| Interest rate       | 1.250% per annum                             |
| Benchmark Treasury  | 0.750% UST due March 31, 2018                |

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|                                   |  |
|-----------------------------------|--|
| Benchmark Treasury price          | 100-4+   |
| Benchmark Treasury yield          | 0.721%   |
| Spread to Benchmark Treasury      | 62 bps   |
| Yield to maturity                 | 1.341%   |
| Date interest starts accruing     | April 10, 2013   |
| Interest payment dates            | Each April 10 and October 10   |
| First interest payment date       | October 10, 2013   |
| Regular record dates for Interest | Each March 25 and September 25   |
| Trustee                           | Deutsche Bank Trust Company Americas   |
| Listing                           | None   |
| Denominations                     | US\$2,000 and increments of US\$1,000 above that amount  |
| Expected ratings of the Notes     | Moody's A1/Stable<br>Standard & Poor's AA-/Stable<br><br>Note: A security rating is not a recommendation to buy, sell or hold securities. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating. |
| CUSIP / ISIN                      | 801060 AB0 / US801060AB05  |
| Joint Book-Running Managers       | Barclays Capital Inc.<br>Deutsche Bank Securities Inc.<br>J.P. Morgan Securities LLC<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated   |
| Co-Managers                       | Citigroup Global Markets Inc.<br>Credit Agricole Securities (USA) Inc.<br>HSBC Securities (USA) Inc.   |

***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 obtain these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Barclays Capital Inc., toll-free at 1-888-603-5847; Deutsche Bank Securities Inc., toll-free at 1-800-503-4611; 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.***

