

SANOFI-AVENTIS  
Form S-8  
March 04, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**SANOFI-AVENTIS**

(Exact name of Registrant as specified in its charter)

**Republic of France**  
(State or other jurisdiction of  
incorporation or organization)

174 avenue de France  
75013 Paris  
France

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

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(Address of Registrant's principal executive offices)

**Sanofi-Aventis Stock Option Plan 2009**

(Full title of the plan)

**Gregory Irace**

**Chief Executive Officer**

**Sanofi-Aventis US LLC**

**55 Corporate Drive**

**Bridgewater, New Jersey 08807**

**(908) 981-6800**

(Name, address and telephone number of agent for service)

*Copies to:*

**Karen Linehan**

**Senior Vice President**

**Sanofi-Aventis**

**174 avenue de France**

**75013 Paris, France**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities</b>                    | <b>Amount to Be Registered</b> | <b>Proposed Maximum Offering Price Per Security</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|---|--|-----------------------------------|
| Ordinary Shares, nominal value 2.00 per share | 1,700,000 (1)                  | \$50.90 (2)   | \$86,530,000.00 (3)                              | \$3,401.00                        |

- (1) Together with an indeterminate number of ordinary shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the Sanofi-Aventis Stock Option Plan 2009 as a result of stock splits, stock dividends or similar adjustments of the outstanding Ordinary Shares of Sanofi-Aventis (the Registrant).
- (2) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act of 1933, on the basis of the hypothetical exercise price of the outstanding options issuable upon exercise pursuant to this plan based upon the New York Stock Exchange closing price of

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two American depositary receipt (\$25.45 each) each representing one half of one ordinary share on March 2, 2009.

- (3) Calculated as the product of (x) the number of Sanofi-Aventis ordinary shares to be registered and (y) the hypothetical exercise price of the related options.

**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement as required by Rule 428(b)(1).

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the following reports of the Registrant filed with, or furnished to, the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act):

(a) The Annual Report on Form 20-F of the Registrant for the year ended December 31, 2008 (the Form 20-F) (Commission file No. 001-31368);

(b) The Reports on Form 6-K furnished by the Registrant to the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act on the following dates: February 11, 2009; February 25, 2009; February 27, 2009;

(c) The description of the Registrant's ordinary shares, nominal value 2 per share, set forth under the captions A. Share Capital and B. Memorandum and Articles of Association in Item 10 of the Registrant's Registration Statement on Form 20-F for the year ended December 31, 2008 (Commission file No. 001-31368), and the updated descriptions of the Registrant's American depository shares contained in the Post-Effective Amendment No. 3 to the Registration Statement on Form F-4 (Registration No. 333-112314) (the Form F-4) filed by the Registrant with the Commission on November 9, 2004, under the caption Description of Sanofi-Aventis American Depository Shares, including any amendment or report filed for the purpose of updating such description; and

(d) All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act prior to the filing of a post-effective amendment indicating that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such document incorporated by reference. Statements contained in the foregoing documents incorporated by reference shall be deemed to be modified or superseded hereby to the extent that statements contained in the Prospectus, or in any subsequently filed documents that are amendments hereto or that are incorporated herein by reference, shall modify or replace such statements.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The French Commercial Code prohibits provisions of status that limit the liability of directors. However, if a director is sued by a third party and ultimately prevails in the litigation on all counts, but is nevertheless required to bear attorneys' fees and costs, the company may reimburse those fees and costs pursuant to an indemnification arrangement with the director.

Under French law a company may purchase directors and officers insurance for all or part of the members of its management. A French corporation is responsible to third parties for the consequences of the decisions of its board of directors. However, if those decisions qualify as mismanagement, the relevant member of the board of directors may have to fully or partly indemnify the company. Sanofi-Aventis has purchased insurance for all of its directors.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See Exhibit List.

**Item 9. Undertakings.**

(a) We undertake:

(1) to file, during any period in which offers or sales are being made of securities registered hereby, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) We further undertake that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than for our payment of expenses incurred or paid by one of our directors, officers or controlling persons in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, then, unless in the opinion of our counsel the matter has been settled by controlling precedent, we will submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Sanofi-Aventis 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France on March 2, 2009.

SANOFI-AVENTIS

By: /s/ Christopher Viehbacher  
Name: Christopher Viehbacher  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher Viehbacher and Karen Linehan, and each of them severally, his true and lawful attorney or attorneys, with power of substitution and resubstitution to sign in his name, place and stead in any and all such capacities, the registration statement on Form S-8 (the **Registration Statement** ) to be filed by Sanofi-Aventis (the **Registrant** ) with the United States Securities and Exchange Commission (the **Commission** ) in connection with the 2009 Option Plan, and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and any registration statement filed by the Registrant pursuant to Rule 462(b) under the Securities Act of 1933, as amended, which relates to the Registration Statement, and to file any of the same with the Commission. Each of said attorneys shall have power to act with or without the others, and shall have full power and authority to do and perform, in the name and on behalf of each such officer and director of the Registrant who shall have executed this Power of Attorney, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as such officer or director of the Registrant might or could do in person.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the indicated capacities on March 2, 2009.

| <b>Signatures</b>                                    | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| /s/ Christopher Viehbacher<br>Christopher Viehbacher | Chief Executive Officer and Director<br>(Principal Executive Officer)  | March 2, 2009 |
| /s/ Laurence Debroux<br>Laurence Debroux             | Chief Financial Officer<br>(Principal Financial Officer)               | March 2, 2009 |
| /s/ Jean-Luc Renard<br>Jean-Luc Renard               | Vice President, Corporate Accounting<br>(Principal Accounting Officer) | March 2, 2009 |

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|  |                                    |               |
|--|------------------------------------|---------------|
| /s/ Jean-François Dehecq<br>Jean-François Dehecq           | Chairman of the Board of Directors | March 2, 2009 |
| /s/ Uwe Bicker<br>Uwe Bicker                               | Director                           | March 2, 2009 |
| /s/ Jean-Marc Bruel<br>Jean-Marc Bruel                     | Director                           | March 2, 2009 |
| /s/ Robert Castaigne<br>Robert Castaigne                   | Director                           | March 2, 2009 |
| /s/ Patrick de la Chevardière<br>Patrick de la Chevardière | Director                           | March 2, 2009 |
| Thierry Desmarest  | Director                           |               |
| /s/ Lord Douro<br>Lord Douro                               | Director                           | March 2, 2009 |
| /s/ Jean-René Fourtou<br>Jean-René Fourtou                 | Director                           | March 2, 2009 |
| /s/ Claudie Haignéré<br>Claudie Haignéré                   | Director                           | March 2, 2009 |
| /s/ Igor Landau<br>Igor Landau                             | Director                           | March 2, 2009 |
| /s/ Christian Mulliez<br>Christian Mulliez                 | Director                           | March 2, 2009 |

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|  |  |               |
|--|--|---------------|
| Lindsay Owen-Jones                         | Director                                       |               |
| /s/ Klaus Pohle<br>Klaus Pohle             | Director                                       | March 2, 2009 |
| Gunter Thielen                             | Director                                       |               |
| /s/ Gérard Van Kemmel<br>Gérard Van Kemmel | Director                                       | March 2, 2009 |
| /s/ Gregory Irace<br>Gregory Irace         | Authorized Representative in the United States | March 2, 2009 |



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Document</b>   |
|--------------------|--|
| 4.1                | Bylaws ( <i>status</i> ) of Sanofi-Aventis (incorporated herein by reference to Exhibit 1.1 of the Annual Report on Form 20-F of the Registrant for the year ended December 31, 2008 (the Form 20-F ) (Commission File No. 001-31368) as filed by the Registrant with the Commission on March 4, 2009).                                      |
| 4.2                | Deposit Agreement (including the form of depositary receipt) between the Registrant and JPMorgan Chase Bank, N.A., as depositary (incorporated herein by reference to Exhibit A to the Registration Statement on Form F-6 (Registration No. 333-145177) relating to American Depositary Shares, filed with the Commission on August 7, 2007) |
| 4.3*               | Resolution Number 12 of the General Meeting of the Shareholders of sanofi-aventis held on May 31, 2007 (English translation).  |
| 4.4*               | Extract of Minutes of the Deliberation of the Sanofi-Aventis Board of Directors Meeting establishing the terms and conditions of the Sanofi-Aventis Stock Option Plan 2009 dated March 2, 2009 (English translation).  |
| 4.5*               | Form of Rules and Regulations of Sanofi-Aventis Stock Option Plan 2009   |
| 5.1*               | Opinion of Patricia Kodyra regarding the validity of the Registrant's ordinary shares being registered.  |
| 23.1*              | Consent of PricewaterhouseCoopers Audit.   |
| 23.2*              | Consent of Ernst & Young Audit.  |
| 23.3*              | Consent of Patricia Kodyra (included in Exhibit 5 above).  |
| 24*                | Power of Attorney (included on the signature page).  |

\* Filed herewith.