

REGENERON PHARMACEUTICALS INC  
Form SC 13D/A  
January 31, 2017

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 12)\*

Regeneron Pharmaceuticals, Inc.

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(Name of Issuer)

Common Stock, \$0.001 par value

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(Title of Class of Securities)

75886F 10 7

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(CUSIP Number)

Karen Linehan  
Executive Vice President, Legal Affairs and General Counsel  
Sanofi  
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Copy to:

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Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 31, 2017

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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13D

NAME OF REPORTING PERSONS

1

Sanofi

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

The Republic of France

SOLE VOTING POWER

7

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

23,505,694 (1)

SOLE DISPOSITIVE POWER

9

-0-

SHARED DISPOSITIVE POWER

10

23,505,694 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

23,505,694 (1)

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

22.7% (2)

14 TYPE OF REPORTING PERSON  
CO

(1) 20,706,142 shares of Common Stock are held directly by sanofi-aventis Amérique du Nord ("SAAN") and 2,799,552 of the shares of Common Stock are held directly by Aventis Pharmaceuticals Inc. ("Aventis"). SAAN is a direct, wholly-owned subsidiary of Sanofi. Aventis is an indirect, wholly-owned subsidiary of SAAN. See Item 5 of the Schedule 13D. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and Regeneron Pharmaceuticals, Inc. (the "Company"), the Sanofi Parties have agreed to vote their respective shares of the Company, subject to specified exceptions, in accordance with the recommendation of the Company's Board of Directors.

(2) Calculation based on 103,558,843 shares of Common Stock outstanding as of October 20, 2016, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2016.

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This Amendment No. 12 (this "Amendment No. 12") amends the Statement on Schedule 13D first filed with the Securities and Exchange Commission on January 14, 2014, as amended (the "Schedule 13D"), and is filed by Sanofi ("Sanofi" or the "Reporting Person") with respect to the common stock, \$0.001 par value per share (the "Common Stock"), of Regeneron Pharmaceuticals, Inc. (the "Issuer" or the "Company"). Capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is supplemented as follows:

Schedule I of the Schedule 13D is replaced with Schedule I to this Amendment No. 12. During the last five years, to the best of the Reporting Person's knowledge, none of Scheduled Persons has been (1) convicted in a criminal proceeding (excluding traffic violations and other similar misdemeanors) or (2) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is supplemented as follows:

As publicly announced by the Issuer on January 31, 2017, at the Reporting Person's request pursuant to Article 3.1 of the Amended Investor Agreement, on January 27, 2017, the Issuer named to its board of directors an Independent Designee (as defined in the Amended Investor Agreement), N. Anthony "Tony" Coles, M.D., designated by the Reporting Person.

Item 5. Interests in the Securities of the Issuer.

Item 5 of the Schedule 13D is supplemented as follows:

(a) and (b) The responses of the Reporting Person to Rows (7) through (13) of the cover page of this Amendment No. 12 as of the close of business on January 31, 2017, are incorporated herein by reference. As of the close of business on January 31, 2017, the Reporting Person beneficially owned 23,505,694 shares of Common Stock, representing approximately 22.7% of the shares of Common Stock outstanding (based on 103,558,843 shares of Common Stock outstanding as of October 20, 2016, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2016). The Reporting Person may be deemed to have shared voting and dispositive power with respect to the shares of Common Stock directly owned by SAAN and Aventis, its subsidiaries.

To the Reporting Person's knowledge, none of the directors or executive officers of the Reporting Persons listed on Schedule I to the Schedule 13D beneficially owns any shares of Common Stock as of January 31, 2017.

(c) During the last sixty days through and including January 31, 2017, no transactions were effected in the Common stock by the Reporting Person.

To the Reporting Person's knowledge, none of the directors or executive officers of the Reporting Person listed on Schedule I to the Schedule 13D effected transactions in the Common Stock during the period described above.

(d) Not applicable.

(e) Not applicable.



Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6, “Amended Investor Agreement, Board Designation Right” of the Schedule 13D is supplemented as follows:

As publicly announced by the Issuer on January 31, 2017, at the Reporting Person’s request pursuant to Article 3.1 of the Amended Investor Agreement, on January 27, 2017, the Issuer named to its board of directors an Independent Designee (as defined in the Amended Investor Agreement), N. Anthony “Tony” Coles, M.D., designated by the Reporting Person.

Item 7. Material to be Filed as Exhibits.

Exhibit 99 Power of Attorney (incorporated herein by reference to Exhibit 24 to Form 4 filed by Sanofi with the SEC on February 3, 2016, with respect to Alnylam Pharmaceuticals, Inc.)

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2017

SANOFI

By:/s/ Alexandra Roger

Name: Alexandra Roger

Title: Attorney-in-fact



## SCHEDULE I

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

## SANOFI

The name, business address and present principal occupation or employment of each of the directors and executive officers of Sanofi are set forth below. Unless otherwise indicated, the business address of each director and executive officer is Sanofi, 54 rue La Boétie, 75008 Paris, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

## DIRECTORS

Name	Present Principal Occupation or Employment and Name and Principal Address of Corporation in which Employment is Conducted at Sanofi
Serge Weinberg	Chairman of the Board of Directors of Sanofi, Chairman of Weinberg Capital Partners
Olivier Brandicourt	Chief Executive Officer of Sanofi
Laurent Attal	Director at Sanofi, Vice President General Manager Research and Innovation at L'Oréal
Robert Castaigne	Independent Director
Claudie Haigneré	Independent Director
Patrick Kron	Independent Director at Sanofi, Chairman of Truffle Capital
Fabienne Lecorvaisier	Independent Director at Sanofi, Chief Financial Officer and Executive Committee Member of Air Liquide
Suet-Fern Lee Singaporean citizenship	Independent Director at Sanofi, Managing Director of Morgan Lewis Stamford LLC
Christian Mulliez	Director at Sanofi, Executive Vice President, Chief Financial Officer of L'Oréal
Carole Piwnica Belgian citizenship	Independent Director at Sanofi, Founder Director of Naxos UK Ltd
Diane Souza U.S. citizenship	Independent Director at Sanofi
Thomas Südhof German and U.S. citizenship	Independent Director at Sanofi, Avram Goldstein Professor at the Department of Molecular & Cellular Physiology, Stanford University School of Medicine (United States)

EXECUTIVE OFFICERS

Name	Present Principal Occupation or Employment and Name and Principal Address of Corporation in which Employment is Conducted at Sanofi
Olivier Brandicourt	Chief Executive Officer of Sanofi
Olivier Charmeil	Executive Vice President and General Manager, General Medicines and Emerging Markets
Jérôme Contamine	Executive Vice President, Chief Financial Officer
Peter Guenter Belgian citizenship	Executive Vice President and General Manager, Diabetes & Cardiovascular
Karen Linehan U.S. and Irish citizenship	Executive Vice President, Legal Affairs and General Counsel
David Loew Swiss citizenship	Executive Vice President and General Manager of Sanofi Pasteur
Philippe Luscan	Executive Vice President, Global Industrial Affairs
Alan Main English citizenship	Executive Vice President, Consumer Healthcare
Muzzammil Mansuri U.S. and English citizenship	Executive Vice President, Strategy and Business Development
David Meeker U.S. citizenship	Executive Vice President and General Manager of Sanofi Genzyme
Business address : 500 Kendall Street Cambridge, MA 02142	
Ameet Nathwani English citizenship	Executive Vice President, Medical Affairs
Roberto Pucci Italian and Swiss citizenship	Executive Vice President, Human Resources
Elias Zerhouni U.S. citizenship	President, Global Research and Development