

Sanofi
Form 4
August 29, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanofi

2. Issuer Name and Ticker or Trading Symbol
REGENERON
PHARMACEUTICALS INC
[REGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2017

54 RUE LA BOETIE
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PARIS, IO 75008

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--------------|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/25/2017 | | P | | \$ 3,684 <u>(1) (2)</u> | A | \$ 479.1912 <u>(1) (3)</u> | 23,811,843 | I | See note (4) |
| Common Stock | 08/25/2017 | | P | | \$ 28,586 <u>(1) (2)</u> | A | \$ 479.9313 <u>(1) (5)</u> | 23,840,429 | I | See note (4) |
| Common Stock | 08/25/2017 | | P | | \$ 21,360 <u>(1) (2)</u> | A | \$ 480.7489 <u>(1) (6)</u> | 23,861,789 | I | See note (4) |
| | 08/25/2017 | | P | | | A | | 23,863,091 | I | |

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| | | | | | | | | | |
|--------------|------------|---|-------------------------|---|-----------------------------------|------------|---|--|------------------------|
| Common Stock | | | 1,302 <u>(1) (2)</u> | | \$ 481.6284 <u>(1) (7)</u> | | | | See note <u>(4)</u> |
| Common Stock | 08/25/2017 | P | 4,485 <u>(1) (2)</u> | A | \$ 482.8734 <u>(1) (8)</u> | 23,867,576 | I | | See note <u>(4)</u> |
| Common Stock | 08/25/2017 | P | 2,000 <u>(1) (2)</u> | A | \$ 484.21 <u>(1) (9)</u> | 23,869,576 | I | | See note <u>(4)</u> |
| Common Stock | 08/25/2017 | P | 5,723 <u>(1) (2)</u> | A | \$ 485.2798 <u>(1) (10)</u> | 23,875,299 | I | | See note <u>(4)</u> |
| Common Stock | 08/25/2017 | P | 2,681 <u>(1) (2)</u> | A | \$ 485.9939 <u>(1) (11)</u> | 23,877,980 | I | | See note <u>(4)</u> |
| Common Stock | 08/25/2017 | P | 2,557 <u>(1) (2)</u> | A | \$ 487.0108 <u>(1) (12)</u> | 23,880,537 | I | | See note <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Sanofi
54 RUE LA BOETIE
PARIS, IO 75008

Signatures

/s/ Alexandra Roger
Attorney-in-fact

08/29/2017

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.
- (2) Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN").
- (3) Purchase prices range from \$478.42 to \$479.39 per share, inclusive.
- (4) Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventisub LLC ("Aventis"), formerly known as Aventis Pharmaceuticals Inc., an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 21,080,985 shares and 2,799,552 shares, respectively. 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 the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuer's Board of Directors.
- (5) Purchase prices range from \$479.43 to \$480.39 per share, inclusive.
- (6) Purchase prices range from \$480.44 to \$481.32 per share, inclusive.
- (7) Purchase prices range from \$481.47 to \$482.09 per share, inclusive.
- (8) Purchase prices range from \$482.49 to \$483.45 per share, inclusive.
- (9) Purchase prices range from \$483.70 to \$484.63 per share, inclusive.
- (10) Purchase prices range from \$484.86 to \$485.85 per share, inclusive.
- (11) Purchase prices range from \$485.86 to \$486.79 per share, inclusive.
- (12) Purchase prices range from \$486.92 to \$487.57 per share, inclusive.

Remarks:

Exhibit 24 - Power of Attorney (incorporated herein by reference to Exhibit 24 to Form 4 filed by the Reporting Person with the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.