REGENERON PHARMACEUTICALS INC
Form SC 13D/A
January 29, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Regeneron Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, $0.001 par value

(Title of Class of Securities)

75886F 10 7

(CUSIP Number)

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

January 27, 2014

(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. x

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).

13D

| | | | |
|---|---|---|---|
| 1. | NAME OF REPORTING PERSONS<br>Sanofi | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a)¨<br>(b)¨ | |
| 3. | SEC USE ONLY | | |
| 4. | SOURCE OF FUNDS | WC | |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | o | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION<br>The Republic of France | | |

| | | | |
|---|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER | -0- |
| | 8. | SHARED VOTING POWER | 15,974,873 (1) |
| | 9. | SOLE DISPOSITIVE POWER | -0- |
| | 10. | SHARED DISPOSITIVE POWER | 15,974,873 (1) |

| | | |
|---|---|---|
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>15,974,873 (1) | |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | o |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 16.4% (2) |
| 14. | TYPE OF REPORTING PERSON | CO |

(1) 13,175,321 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 97,389,765 shares of Common Stock outstanding as of October 28, 2013, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2013.

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This Amendment No. 1 (this "Amendment No. 1") amends the Statement on Schedule 13D first filed with the Securities and Exchange Commission on January 14, 2014 (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 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is supplemented as follows:

For the purchases it made as disclosed in Item 5(c) of this Amendment No. 1, SAAN paid an aggregate of $43,570,358.53, excluding brokerage commission and fees. The source of such funds was working capital.

Item 4. Purpose of Transaction.

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

The Reporting Person purchased, through its subsidiary SAAN, an aggregate of 157,920 shares of Common Stock in market transactions, as disclosed in Item 5(c) of this Amendment No. 1.

The Reporting Person has determined to purchase, directly or through its subsidiaries, additional shares of Common Stock to increase its beneficial ownership to approximately 20.5% of the Common Stock outstanding. The Reporting Person intends to acquire these additional shares in market or private transactions or through derivatives subject to market conditions and legal and regulatory requirements, at prices and other terms acceptable to the Reporting Person. The Reporting Person makes no commitment in terms of the timing of such transactions, which will depend on market conditions including the price and availability of shares of Common Stock, and on such other factors considered relevant to 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. 1 as of the close of business on January 28, 2014, are incorporated herein by reference. As of the close of business on January 28, 2014, the Reporting Person beneficially owned 15,974,873 shares of Common Stock, representing approximately 16.4% of the shares of Common Stock outstanding (based on 97,389,765 shares of Common Stock outstanding as of October 28, 2013, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2013). 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 28, 2014.

(c) Since January 14, 2014 (the date of the most recent filing of Schedule 13D) and through and including January 28, 2014, the following market transactions were effected in the Common Stock:

| Entity | Date (M/D/Y) | Transaction | Number of Shares of Common Stock* | Price per Share* | Price Range* | |
|---|---|---|---|---|---|---|
| SAAN | 1/27/2014 | Purchase | 1,600 | $269.7675 | $269.14 | $270.11 |
| SAAN | 1/27/2014 | Purchase | 7,869 | $270.6845 | $270.18 | $271.10 |
| SAAN | 1/27/2014 | Purchase | 10,537 | $271.8194 | $271.21 | $272.18 |
| SAAN | 1/27/2014 | Purchase | 18,728 | $272.8834 | $272.22 | $273.21 |
| SAAN | 1/27/2014 | Purchase | 25,551 | $273.6575 | $273.22 | $274.20 |
| SAAN | 1/27/2014 | Purchase | 8,900 | $274.6621 | $274.22 | $275.19 |
| SAAN | 1/27/2014 | Purchase | 1,500 | $275.3087 | $275.25 | $275.32 |
| SAAN | 1/28/2014 | Purchase | 100 | $273.4400 | $273.44 | $273.44 |
| SAAN | 1/28/2014 | Purchase | 3,181 | $275.1738 | $274.57 | $275.55 |
| SAAN | 1/28/2014 | Purchase | 3,141 | $276.2678 | $275.79 | $276.63 |
| SAAN | 1/28/2014 | Purchase | 12,806 | $277.4508 | $276.79 | $277.77 |
| SAAN | 1/28/2014 | Purchase | 18,379 | $278.5021 | $277.79 | $278.78 |
| SAAN | 1/28/2014 | Purchase | 45,628 | $279.2642 | $278.79 | $279.73 |

*The number of securities reported represents an aggregate number of shares executed by a broker-dealer in multiple market transactions over a range of prices. The price per share reported represents the weighted average price (without regard to brokerage commissions and fees). The Reporting Person undertakes to provide the staff of the SEC upon request, the number of shares executed by such Reporting Person at each separate price within the range.

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.

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 28, 2014

SANOFI

| | | |
|---|---|---|
| By: | /s/ John Felitti | |
| | Name: | John Felitti |
| | Title: | Associate Vice President, Corporate Law, Financial & Securities Law |