

Edgar Filing: REGENERON PHARMACEUTICALS INC - Form POS EX

REGENERON PHARMACEUTICALS INC  
Form POS EX  
March 20, 2001

1

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 20, 2001

REGISTRATION NO. 333-54326

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

REGENERON PHARMACEUTICALS, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW YORK  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

13-3444607  
(I.R.S. EMPLOYER  
IDENTIFICATION NO)

777 OLD SAW MILL RIVER ROAD  
TARRYTOWN, NEW YORK 10591-6707  
(914) 347-7000  
(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

STUART A. KOLINSKI, ESQ.  
GENERAL COUNSEL  
REGENERON PHARMACEUTICALS, INC.  
777 OLD SAW MILL RIVER ROAD  
TARRYTOWN, NEW YORK 10591-6707  
(914) 347-7000  
(NAME, ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
AGENT FOR SERVICE)

COPIES TO:

# Edgar Filing: REGENERON PHARMACEUTICALS INC - Form POS EX

DAVID J. GOLDSCHMIDT, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
FOUR TIMES SQUARE  
NEW YORK, NEW YORK 10036-6522  
(212) 735-3000

JI HOON HONG, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
(212) 848-4000

-----

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Post-Effective Amendment Registration Statement becomes effective.

-----

2

ITEM 16. EXHIBITS.

EXHIBIT  
NUMBER  
-----

DESCRIPTION  
-----

- |     |    |   |
|-----|----|---|
| 1   | -- | Form of Underwriting Agreement.   |
| 4.1 | -- | Stock Purchase Agreement dated January 13, 1988, by and between the Company, Leonard S. Schleifer and ML Venture Partners II, L.P. (the "Stock Purchase Agreement"). Incorporated by reference to Exhibit 10.1 to Regeneron's Registration Statement on Form S-1 (File No. 33-39043) (the "Regeneron S-1"). |
| 4.2 | -- | Amendment to the Stock Purchase Agreement dated March 3, 1989. Incorporated by reference to Exhibit 10.2 to the Regeneron S-1.  |
| 4.3 | -- | Letter Agreement dated November 27, 1989, amending the Stock Purchase Agreement. Incorporated by reference to Exhibit 10.13 to the Regeneron S-1.   |
| 4.4 | -- | Class B Convertible Preferred Stock Purchase Agreement dated November 22, 1988, by and between the Company and each purchaser set forth on Exhibit A thereto. Incorporated by reference to Exhibit 10.3 to the Regeneron S-1.   |
| 4.5 | -- | Class D Convertible Preferred Stock Purchase Agreement dated August 31, 1990, by and between the Company and Amgen Inc. Incorporated by reference to Exhibit 10.9 to the Regeneron S-1.   |
| 4.6 | -- | Registration Rights Agreement, dated as of July 22, 1993, by and between the Company and Glaxo Group Limited. Incorporated by reference to Exhibit 4.7 to Regeneron's Registration Statement on Form S-3 (File No. 33-66788).   |
| 4.7 | -- | Registration Rights Agreement, dated as of April 15, 1996, by and between the Company and Amgen Inc. Incorporated by reference to Exhibit 10.3 to Regeneron's Form 10-Q for the quarter ended June 30, 1996, filed August 14, 1996.   |
| 4.8 | -- | Registration Rights Agreement, dated as of June 27, 1996, by and between the Company and Medtronic, Inc. Incorporated by reference to Exhibit 10.6 to Regeneron's Form 10-Q for the quarter ended June 30, 1996, filed August 14, 1996.   |

Edgar Filing: REGENERON PHARMACEUTICALS INC - Form POS EX

- 4.9 -- Registration Rights Agreement, dated as of December 11, 1996, by and between the Company and Procter & Gamble Pharmaceuticals. Incorporated by reference to Exhibit 10.30 to Regeneron's Form 10-K for the fiscal year ended December 31, 1996, filed March 26, 1997.
- 4.10 -- Registration Rights Agreement, dated as of May 13, 1997, by and between the Company and Procter & Gamble Pharmaceuticals. Incorporated by reference to Exhibit 10.3 to Regeneron's Form 10-Q for the quarter ended June 30, 1997, filed August 12, 1997.
- 4.11 -- Form of Certificate of shares of common stock. Incorporated by reference to Exhibit (a) to the Company's Form 8-A, filed with the Commission on February 20, 1991.
- 5 -- Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- 23.1\* -- Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2\* -- Consent of Ernst & Young LLP, Independent Auditors.
- 23.3 -- Consent of Skadden, Arps, Slate, Meagher & Flom LLP. Included in Exhibit 5.
- 24\* -- Powers of Attorney.

-----

\* Previously filed.

II-1

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Tarrytown, State of New York on March 20, 2001.

REGENERON PHARMACEUTICALS, INC.

By: /s/ LEONARD S. SCHLEIFER, M.D., PH.D.

-----  
Leonard S. Schleifer, M.D., Ph.D.  
President and Chief Executive  
Officer

SIGNATURE

TITLE

DATE

-----  
\*

Chairman of the Board

March 20,

-----  
P. Roy Vagelos, M.D.

/s/ LEONARD S. SCHLEIFER, M.D., PH.D

-----  
Leonard S. Schleifer, M.D., Ph.D  
President, Chief Executive  
Officer and Director (Principal  
Executive Officer)

March 20,

# Edgar Filing: REGENERON PHARMACEUTICALS INC - Form POS EX

<p style="margin: 0;">-----</p> <p style="margin: 0;">* -----</p> <p style="margin: 0;">Murray A. Goldberg</p>	<p>Senior Vice President, Finance &amp; Administration, Chief Financial Officer, Treasurer, and Assistant Secretary (Principal Financial Officer)</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">* -----</p> <p style="margin: 0;">Douglas S. McCorkle</p>	<p>Controller and Assistant Treasurer (Principal Accounting Officer)</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Charles A. Baker</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Michael S. Brown, M.D.</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Alfred G. Gilman, M.D., Ph.D.</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Joseph L. Goldstein, M.D.</p>	<p>Director</p>	<p>March 20,</p>

II-2

4

SIGNATURE -----	TITLE -----	DATE -----
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Fred A. Middleton</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">Eric M. Shooter, Ph.D.</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">/s/ * -----</p> <p style="margin: 0;">George L. Sing</p>	<p>Director</p>	<p>March 20,</p>
<p style="margin: 0;">-----</p> <p style="margin: 0;">*By:/s/ LEONARD S. SCHLEIFER, M.D., PH.D. -----</p> <p style="margin: 0;">Leonard S. Schleifer, M.D., Ph.D.</p>	<p>Attorney-In-Fact</p>	<p>March 20,</p>

II-3

5

EXHIBIT INDEX

# Edgar Filing: REGENERON PHARMACEUTICALS INC - Form POS EX

EXHIBIT NUMBER -----	DESCRIPTION -----
1	-- Form of Underwriting Agreement.
4.1	-- Stock Purchase Agreement dated January 13, 1988, by and between the Company, Leonard S. Schleifer and ML Venture Partners II, L.P. (the "Stock Purchase Agreement"). Incorporated by reference to Exhibit 10.1 to Regeneron's Registration Statement on Form S-1 (File No. 33-39043) (the "Regeneron S-1").
4.2	-- Amendment to the Stock Purchase Agreement dated March 3, 1989. Incorporated by reference to Exhibit 10.2 to the Regeneron S-1.
4.3	-- Letter Agreement dated November 27, 1989, amending the Stock Purchase Agreement. Incorporated by reference to Exhibit 10.13 to the Regeneron S-1.
4.4	-- Class B Convertible Preferred Stock Purchase Agreement dated November 22, 1988, by and between the Company and each purchaser set forth on Exhibit A thereto. Incorporated by reference to Exhibit 10.3 to the Regeneron S-1.
4.5	-- Class D Convertible Preferred Stock Purchase Agreement dated August 31, 1990, by and between the Company and Amgen Inc. Incorporated by reference to Exhibit 10.9 to the Regeneron S-1.
4.6	-- Registration Rights Agreement, dated as of July 22, 1993, by and between the Company and Glaxo Group Limited. Incorporated by reference to Exhibit 4.7 to Regeneron's Registration Statement on Form S-3 (File No. 33-66788).
4.7	-- Registration Rights Agreement, dated as of April 15, 1996, by and between the Company and Amgen Inc. Incorporated by reference to Exhibit 10.3 to Regeneron's Form 10-Q for the quarter ended June 30, 1996, filed August 14, 1996.
4.8	-- Registration Rights Agreement, dated as of June 27, 1996, by and between the Company and Medtronic, Inc. Incorporated by reference to Exhibit 10.6 to Regeneron's Form 10-Q for the quarter ended June 30, 1996, filed August 14, 1996.
4.9	-- Registration Rights Agreement, dated as of December 11, 1996, by and between the Company and Procter & Gamble Pharmaceuticals. Incorporated by reference to Exhibit 10.30 to Regeneron's Form 10-K for the fiscal year ended December 31, 1996, filed March 26, 1997.
4.10	-- Registration Rights Agreement, dated as of May 13, 1997, by and between the Company and Procter & Gamble Pharmaceuticals. Incorporated by reference to Exhibit 10.3 to Regeneron's Form 10-Q for the quarter ended June 30, 1997, filed August 12, 1997.
4.11	-- Form of Certificate of shares of common stock. Incorporated by reference to Exhibit (a) to the Company's Form 8-A, filed with the Commission on February 20, 1991.
5	-- Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1*	-- Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2*	-- Consent of Ernst & Young LLP, Independent Auditors.
23.3	-- Consent of Skadden, Arps, Slate, Meagher & Flom LLP. Included in Exhibit 5.
24*	-- Powers of Attorney.

-----

\* Previously filed.