

Form

Unknown document format

&gt;March 31, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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      ☒ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)

(Last)      (First)      (Middle)  
  
54 RUE LA BOETIE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/27/2014

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	03/27/2014		P		1,749 <u>(1)</u> <u>(2)</u>	A \$ 302.9609 <u>(1)</u> <u>(3)</u>	19,405,949	I	See note <u>(4)</u>
Common Stock	03/27/2014		P		5,635 <u>(1)</u> <u>(2)</u>	A \$ 305.5538 <u>(1)</u> <u>(5)</u>	19,411,584	I	See note <u>(4)</u>
Common Stock	03/27/2014		P		5,845 <u>(1)</u> <u>(2)</u>	A \$ 306.5312 <u>(1)</u> <u>(6)</u>	19,417,429	I	See note <u>(4)</u>

Edgar Filing: - Form

Common Stock	03/27/2014	P	4,869 <u>(1) (2)</u>	A	\$ 307.6554 <u>(1) (7)</u>	19,422,298	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	19,807 <u>(1) (2)</u>	A	\$ 308.7453 <u>(1) (8)</u>	19,442,105	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	70,552 <u>(1) (2)</u>	A	\$ 309.7938 <u>(1) (9)</u>	19,512,657	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	61,030 <u>(1) (2)</u>	A	\$ 310.6766 <u>(1) (10)</u>	19,573,687	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	49,846 <u>(1) (2)</u>	A	\$ 311.6542 <u>(1) (11)</u>	19,623,533	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	45,235 <u>(1) (2)</u>	A	\$ 312.5581 <u>(1) (12)</u>	19,668,768	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	20,470 <u>(1) (2)</u>	A	\$ 313.6233 <u>(1) (13)</u>	19,689,238	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	16,153 <u>(1) (2)</u>	A	\$ 314.6068 <u>(1) (14)</u>	19,705,391	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	5,654 <u>(1) (2)</u>	A	\$ 315.4428 <u>(1) (15)</u>	19,711,045	I	See note <u>(4)</u>
Common Stock	03/27/2014	P	100 <sup>(1)</sup> <u>(2)</u>	A	\$ 316.49 <u>(1)</u>	19,711,145	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	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. Nu Deriv Secur Bene Own Follo Repo Trans
---	--	---	---	--------------------------------------	---	--	---	---	--

## Edgar Filing: - Form

of (D)  
(Instr. 3,  
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
------	---	-----	-----	---------------------	--------------------	-------	--

## Reporting Owners

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

Sanofi  
54 RUE LA BOETIE  
PARIS, IO 75008

X

## Signatures

/s/ John Felitti, Associate Vice President, Corporate Law, Financial & Securities  
Law

03/31/2014

\_\_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 \$302.87 to \$303.00 per share, inclusive.
- (4) Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), 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 16,911,593 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 Issuers Board of Directors.
- (5) Purchase prices range from \$305.00 to \$305.99 per share, inclusive.
- (6) Purchase prices range from \$306.01 to \$307.00 per share, inclusive.
- (7) Purchase prices range from \$307.05 to \$308.04 per share, inclusive.
- (8) Purchase prices range from \$308.13 to \$309.11 per share, inclusive.
- (9) Purchase prices range from \$309.13 to \$310.12 per share, inclusive.
- (10) Purchase prices range from \$310.13 to \$311.12 per share, inclusive.
- (11) Purchase prices range from \$311.13 to \$312.12 per share, inclusive.
- (12) Purchase prices range from \$312.13 to \$313.11 per share, inclusive.
- (13) Purchase prices range from \$313.13 to \$314.09 per share, inclusive.

## Edgar Filing: - Form

- (14) Purchase prices range from \$314.13 to \$315.10 per share, inclusive.
- (15) Purchase prices range from \$315.14 to \$316.00 per share, inclusive.

### Remarks:

Due to technical limitation of the number of transactions reported, this report is 1 of 2.

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.