

REGENERON PHARMACEUTICALS INC

Form 4

January 13, 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)
01/11/2017

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 or Price			
Common Stock	01/11/2017		P		\$ 1,592 (1) (2) 362.4664 (1) (3)	23,419,988	I	See note (4)
Common Stock	01/11/2017		P		\$ 6,546 (1) (2) 363.3534 (1) (5)	23,426,534	I	See note (4)
Common Stock	01/11/2017		P		\$ 13,226 (1) (2) 364.3224 (1) (6)	23,439,760	I	See note (4)
	01/11/2017		P			23,459,618	I	

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Common Stock			19,858 <u>(1) (2)</u>		\$ 365.2018 <u>(1) (7)</u>				See note <u>(4)</u>
Common Stock	01/11/2017	P	3,979 <u>(1) (2)</u>	A	\$ 366.0528 <u>(1) (8)</u>	23,463,597	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	1,986 <u>(1) (2)</u>	A	\$ 367.2911 <u>(1) (9)</u>	23,465,583	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	2,336 <u>(1) (2)</u>	A	\$ 368.3472 <u>(1) (10)</u>	23,467,919	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	2,517 <u>(1) (2)</u>	A	\$ 369.3 <u>(1) (11)</u>	23,470,436	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	900 ⁽¹⁾ <u>(2)</u>	A	\$ 370.1789 <u>(1) (12)</u>	23,471,336	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	1,259 <u>(1) (2)</u>	A	\$ 371.5346 <u>(1) (13)</u>	23,472,595	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	2,675 <u>(1) (2)</u>	A	\$ 372.8741 <u>(1) (14)</u>	23,475,270	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	2,784 <u>(1) (2)</u>	A	\$ 373.9018 <u>(1) (15)</u>	23,478,054	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	3,830 <u>(1) (2)</u>	A	\$ 374.5922 <u>(1) (16)</u>	23,481,884	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	3,016 <u>(1) (2)</u>	A	\$ 375.8789 <u>(1) (17)</u>	23,484,900	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	3,851 <u>(1) (2)</u>	A	\$ 376.7488 <u>(1) (18)</u>	23,488,751	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	5,313 <u>(1) (2)</u>	A	\$ 377.8368 <u>(1) (19)</u>	23,494,064	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	9,520 <u>(1) (2)</u>	A	\$ 378.7635 <u>(1) (20)</u>	23,503,584	I		See note <u>(4)</u>
Common Stock	01/11/2017	P	2,110 <u>(1) (2)</u>	A	\$ 379.5636 <u>(1) (21)</u>	23,505,694	I		See note <u>(4)</u>

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beneficially owned directly by SAAN and Aventis was 20,706,142 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 \$362.80 to \$363.79 per share, inclusive.
- (6) Purchase prices range from \$363.80 to \$364.77 per share, inclusive.
- (7) Purchase prices range from \$364.80 to \$365.79 per share, inclusive.
- (8) Purchase prices range from \$365.80 to \$366.73 per share, inclusive.
- (9) Purchase prices range from \$366.83 to \$367.81 per share, inclusive.
- (10) Purchase prices range from \$367.84 to \$368.78 per share, inclusive.
- (11) Purchase prices range from \$368.84 to \$369.79 per share, inclusive.
- (12) Purchase prices range from \$369.87 to \$370.59 per share, inclusive.
- (13) Purchase prices range from \$371.05 to \$372.02 per share, inclusive.
- (14) Purchase prices range from \$372.29 to \$373.27 per share, inclusive.
- (15) Purchase prices range from \$373.30 to \$374.28 per share, inclusive.
- (16) Purchase prices range from \$374.31 to \$375.24 per share, inclusive.
- (17) Purchase prices range from \$375.36 to \$376.34 per share, inclusive.
- (18) Purchase prices range from \$376.36 to \$377.34 per share, inclusive.
- (19) Purchase prices range from \$377.36 to \$378.35 per share, inclusive.
- (20) Purchase prices range from \$378.37 to \$379.36 per share, inclusive.
- (21) Purchase prices range from \$379.38 to \$379.80 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.

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