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Sanofi
Form FWP
September 27, 2011

Filed pursuant to Rule 433

Registration Statement No. 333-165472

September 27, 2011

Final Term Sheet

Sanofi

Final Term Sheet

\$1,000,000,000 1.200% Notes Due 2014

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|---|--|
| Issuer | Sanofi |
| Format | SEC-registered global notes |
| Title | 1.200% Notes due 2014 |
| Total initial principal amount being issued | \$1,000,000,000 |
| Issue price | 99.877% |
| Pricing date | September 27, 2011 |
| Expected settlement date | September 30, 2011 |
| Maturity date | September 30, 2014, unless earlier redeemed |
| Day count | 30/360 |
| Day count convention | Following unadjusted |
| Optional redemption | Make-whole call at Treasury Rate plus 15 bps |
| Tax redemption | Applicable |
| Ranking | Unsecured and unsubordinated |
| Interest rate | 1.200% per annum |
| Benchmark Treasury | 0.250% due September 15, 2014 |
| Benchmark Treasury price | 99-16 ³ / ₄ |
| Benchmark Treasury yield | 0.412% |
| Spread to Benchmark Treasury | 83 bps |
| Yield to maturity | 1.242% |
| Date interest starts accruing | September 30, 2011 |
| Interest payment dates | Each March 30 and September 30 |
| First interest payment date | March 30, 2012 |

Please note that the preliminary prospectus supplement to which this termsheet relates indicates that settlement might occur on the fifth business day following the date of the pricing of the Notes. It has been decided that settlement will occur on the third business day following the date of the pricing of the Notes, i.e., September 30, 2011.

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| Regular record dates for Interest | Each March 15 and September 15 |
| Trustee | Deutsche Bank Trust Company Americas |
| Listing | None |
| Denominations | \$2,000 and increments of \$1,000 |
| Expected ratings of the Notes | Moody s: A2/Stable Standard & Poor s: AA-/Stable Note: A security rating is not a recommendation to buy, sell or hold securities. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating. |
| CUSIP / ISIN | 801060AA2 / US801060AA22 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Natixis Securities North America Inc. |
| Co-Managers | Banco Bilbao Vizcaya Argentaria, S.A. Credit Agricole Securities (USA) Inc. HSBC Securities (USA) Inc. Mitsubishi UFJ Securities (USA) Inc. RBS Securities Inc. Santander Investment Securities Inc. |

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, copies may be obtained from Citigroup Global Markets Inc., toll free at 1-877-858-5407; Deutsche Bank Securities Inc., toll free at 1-800-503-4611; Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322; or Natixis Securities North America Inc. at 1-212-698-3108.