

REGENERON PHARMACEUTICALS INC

Form S-8

September 17, 2014

As filed with the Securities and Exchange Commission on September 17, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**Form S-8**  
**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)**

**777 Old Saw Mill River Road**

**13-3444607**  
**(I.R.S. Employer**

**Identification No.)**

**Tarrytown, NY 10591-6707**

**(Address of Principal Executive Offices) (Zip Code)**

**Regeneron Pharmaceuticals, Inc.**

**2014 Long-Term Incentive Plan**

**(Full Title of the Plan)**

**Joseph J. LaRosa, Esq.**

**Senior Vice President, General Counsel and Secretary**

**Regeneron Pharmaceuticals, Inc.**

**777 Old Saw Mill River Road**

**Tarrytown, New York 10591-6707**

**(Name and Address of Agent for Service)**

**(914) 847-7000**

**(Telephone Number, Including Area Code, of Agent for Service)**

*Copies to:*

**David J. Goldschmidt, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036**

**Telephone: (212) 735-3000**

**Facsimile: (212) 735-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer   
 Non-Accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, par value \$0.001 per share	4,485,333	\$343.95	\$1,542,707,858.69	\$198,700.77

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also registers, in addition to the number of shares stated above, an indeterminate number of additional shares of Common Stock, par value \$0.001 per share (Common Stock), of the Registrant which may become issuable under the Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan in connection with certain corporate transactions or events, including any recapitalization, reorganization, merger, consolidation, spin-off, stock dividend, stock split or any other similar transaction effected which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales prices per share of Common Stock as reported on the Nasdaq Global Market on September 15, 2014.

### EXPLANATORY NOTE

This Registration Statement on Form S-8 (this Registration Statement ) is filed by Regeneron Pharmaceuticals, Inc. (Regeneron, the Company or the Registrant ) to register an additional 4,485,333 shares (the Shares ) of Regeneron common stock, par value \$0.001 per share (Common Stock ), issuable under the Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan. The Shares are being registered in addition to the 12,000,000 shares of Common Stock previously registered pursuant to the Company's Registration Statement on Form S-8 (Registration No. 333-196799) filed with the Securities and Exchange Commission (the Commission ) on June 16, 2014, as amended by Post-Effective Amendment No. 1 filed with the Commission on the date hereof (as so amended, the Prior Registration Statement ).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement is incorporated by reference herein and made part hereof, except as amended hereby.

### Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Reference is made to the Exhibit Index below filed as part of this Registration Statement. Each such exhibit is incorporated herein by reference.

**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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Greenburgh, State of New York, on September 17, 2014.

REGENERON PHARMACEUTICALS, INC.

By: /s/ LEONARD S. SCHLEIFER  
 Leonard S. Schleifer, M.D., Ph.D.  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Leonard S. Schleifer, Robert E. Landry, Douglas S. McCorkle and Joseph J. LaRosa as his or her true and lawful attorney-in-fact and agent, each acting along with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and exhibits to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ LEONARD S. SCHLEIFER</i> Leonard S. Schleifer, M.D., Ph.D.	<i>President, Chief Executive Officer, and Director (Principal Executive Officer)</i>	September 17, 2014
	<i>Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)</i>	September 17, 2014
<i>/s/ ROBERT E. LANDRY</i> Robert E. Landry		
<i>/s/ DOUGLAS S. McCORKLE</i>	<i>Vice President, Controller, and Assistant Treasurer (Principal</i>	September 17, 2014

Douglas S. McCorkle	<i>Accounting Officer)</i>	
	<i>Chief Scientific Officer, President,</i>	September 17, 2014
/s/ GEORGE D. YANCOPOULOS George D. Yancopoulos, M.D., Ph.D.	<i>Regeneron Laboratories, and Director</i>	
/s/ P. ROY VAGELOS P. Roy Vagelos, M.D.	<i>Chairman of the Board</i>	September 17, 2014
/s/ CHARLES A. BAKER Charles A. Baker	<i>Director</i>	September 17, 2014

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ MICHAEL S. BROWN Michael S. Brown, M.D.	<i>Director</i>	September 17, 2014
/s/ ALFRED G. GILMAN Alfred G. Gilman, M.D., Ph.D.	<i>Director</i>	September 17, 2014
/s/ JOSEPH L. GOLDSTEIN Joseph L. Goldstein, M.D.	<i>Director</i>	September 17, 2014
/s/ ROBERT A. INGRAM Robert A. Ingram	<i>Director</i>	September 17, 2014
/s/ CHRISTINE A. POON Christine A. Poon	<i>Director</i>	September 17, 2014
/s/ ARTHUR F. RYAN Arthur F. Ryan	<i>Director</i>	September 17, 2014
/s/ GEORGE L. SING George L. Sing	<i>Director</i>	September 17, 2014
/s/ MARC TESSIER-LAVIGNE Marc Tessier-Lavigne, Ph.D.	<i>Director</i>	September 17, 2014

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

- |      |  |
|------|--|
| 4.1  | Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Commission on February 27, 2008). |
| 4.2  | By-Laws of the Registrant (incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 13, 2007).  |
| 5.1  | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.   |
| 23.1 | Consent of PricewaterhouseCoopers LLP.   |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (contained in Exhibit 5.1 to this Registration Statement).   |
| 24   | Power of Attorney (included on the signature page of this Registration Statement).   |