

REGENERON PHARMACEUTICALS INC

Reported by
SANOFI

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/11/18 for the Period Ending 06/08/18

Address	777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY, 10591
Telephone	9143477000
CIK	0000872589
Symbol	REGN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

Sanofi (Last) (First) (Middle) 54 RUE LA BOETIE (Street) PARIS, IO 75008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol REGENERON PHARMACEUTICALS INC [REGN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/8/2018</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/8/2018		S	(1)	121601	D	\$309.3057	23758936	I	See note (2)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Private sale to the Issuer pursuant to the letter agreement entered into with the Issuer on January 7, 2018 and filed on January 9, 2018 by the Reporting Person as Exhibit 99.4 to the Amendment No. 13 to its statement on Schedule 13D.
- (2) Indirectly owned through (a) sanofi-aventis Amerique du Nord, a direct, wholly-owned subsidiary of Sanofi ("SAAN"), and (b) Aventisub LLC ("Aventis"), formerly known as Aventis Pharmaceuticals Inc., an indirect, wholly-owned subsidiary of SAAN. After giving effect to the dispositions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 20,959,384 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.

Remarks:
Exhibit 24 - Power of Attorney (incorporated herein by reference to Exhibit 24 to Form 4 filed by the Reporting Person with the SEC on February 3, 2016, with respect to Alnylam Pharmaceuticals, Inc.).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanofi 54 RUE LA BOETIE PARIS, IO 75008		X		

Signatures

/s/ **Alexandra Roger, Attorney-in-fact**

6/11/2018

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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