

Sanofi  
Form S-8 POS  
April 25, 2016

Registration No. 333-192114

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SANOFI**

(Exact name of Registrant as specified in its charter)

**Republic of France**  
(State or other jurisdiction of  
incorporation or organization)

**54, rue La Boétie**

**Not Applicable**  
(I.R.S. Employer

Identification Number)

**75008 Paris**

**France**

**(Address of Registrant's principal executive offices)**

**ACTION 2013 SHAREHOLDING PLAN**

**(Full title of the Plan)**

**Ching Jaw**

**Vice President and Chief Financial Officer**

**Sanofi U.S. Services Inc.**

**55 Corporate Drive**

**Bridgewater, New Jersey 08807**

**(Name, address and telephone number of agent for service)**

*Copies to:*

**Sami Toutounji**

**Shearman & Sterling LLP**

**114, avenue des Champs-Élysées**

**75008 Paris, France**

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 definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐



**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-192114 (the **Registration Statement** ), is being filed to deregister certain shares of Sanofi (the **Registrant** ) Ordinary Shares (the **Shares** ) that were registered for issuance pursuant to the Action 2013 Shareholding Plan (the **2013 Plan** ). The Registration Statement, which was filed with the Securities and Exchange Commission on November 6, 2013, registered 1,500,000 Shares issuable pursuant to the 2013 Plan. The Registration Statement is hereby amended to deregister the 1,265,285 Shares that were previously registered and that remain unissued under the 2013 Plan.

**SIGNATURES**

**THE REGISTRANT.** Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France on April 22, 2016.

**SANOFI**

By: /s/ Olivier Brandicourt  
Name: Olivier Brandicourt  
Title: Chief Executive Officer

Note: In reliance upon Rule 478 under the U.S. Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1.