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Common Stock			4,869 <u>(1) (2)</u>		\$ 307.6554 <u>(1) (7)</u>				See note <u>(4)</u>
Common Stock	03/27/2014	P	19,807 <u>(1) (2)</u>	A	\$ 308.7453 <u>(1) (8)</u>	19,442,105	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	70,552 <u>(1) (2)</u>	A	\$ 309.7938 <u>(1) (9)</u>	19,512,657	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	61,030 <u>(1) (2)</u>	A	\$ 310.6766 <u>(1) (10)</u>	19,573,687	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	49,846 <u>(1) (2)</u>	A	\$ 311.6542 <u>(1) (11)</u>	19,623,533	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	45,235 <u>(1) (2)</u>	A	\$ 312.5581 <u>(1) (12)</u>	19,668,768	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	20,470 <u>(1) (2)</u>	A	\$ 313.6233 <u>(1) (13)</u>	19,689,238	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	16,153 <u>(1) (2)</u>	A	\$ 314.6068 <u>(1) (14)</u>	19,705,391	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	5,654 <u>(1) (2)</u>	A	\$ 315.4428 <u>(1) (15)</u>	19,711,045	I		See note <u>(4)</u>
Common Stock	03/27/2014	P	100 ⁽¹⁾ <u>(2)</u>	A	\$ 316.49 <u>(1)</u>	19,711,145	I		See note <u>(4)</u>

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ John Felitti, Associate Vice President, Corporate Law, Financial & Securities
Law

03/31/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.

(2) Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN").

(3) Purchase prices range from \$302.87 to \$303.00 per share, inclusive.

(4) Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 16,911,593 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 Issuers Board of Directors.

(5) Purchase prices range from \$305.00 to \$305.99 per share, inclusive.

(6) Purchase prices range from \$306.01 to \$307.00 per share, inclusive.

(7) Purchase prices range from \$307.05 to \$308.04 per share, inclusive.

(8) Purchase prices range from \$308.13 to \$309.11 per share, inclusive.

(9) Purchase prices range from \$309.13 to \$310.12 per share, inclusive.

(10) Purchase prices range from \$310.13 to \$311.12 per share, inclusive.

(11) Purchase prices range from \$311.13 to \$312.12 per share, inclusive.

(12) Purchase prices range from \$312.13 to \$313.11 per share, inclusive.

(13) Purchase prices range from \$313.13 to \$314.09 per share, inclusive.

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(14) Purchase prices range from \$314.13 to \$315.10 per share, inclusive.

(15) Purchase prices range from \$315.14 to \$316.00 per share, inclusive.

Remarks:

Due to technical limitation of the number of transactions reported, this report is 1 of 2.

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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