

Sanofi
Form 20-F
March 07, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from to

Commission File Number: 001-31368

Sanofi

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(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

France

(Jurisdiction of incorporation or organization)

54, Rue La Boétie, 75008 Paris, France

(Address of principal executive offices)

Karen Linehan, Executive Vice President Legal Affairs and General Counsel

54, Rue La Boétie, 75008 Paris, France. Fax: 011 + 33 1 53 77 43 03. Tel: 011 + 33 1 53 77 40 00

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on which registered:
American Depositary Shares, each representing one half of one ordinary share, par value 2 per share	New York Stock Exchange
Ordinary shares, par value 2 per share	New York Stock Exchange (for listing purposes only)
Contingent Value Rights	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2017 was:

Ordinary shares: 1,254,019,904

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company
Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other
If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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Presentation of financial and other information

The consolidated financial statements contained in this annual report on Form 20-F have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and with IFRS as adopted by the European Union, as of December 31, 2017.

Unless the context requires otherwise, the terms Sanofi, the Company, the Group, we, our or us refer to Sanofi and its consolidated subsidiaries.

All references herein to United States or US are to the United States of America, references to dollars or \$ are to the currency of the United States, references to France are to the Republic of France, and references to euro and € are to the currency of the European Union member states (including France) participating in the European Monetary Union.

Brand names appearing in this annual report are trademarks of Sanofi and/or its affiliates, with the exception of:

trademarks used or that may be or have been used under license by Sanofi and/or its affiliates, such as Actonel[®], a trademark of Actavis; Afrezza[®], a trademark of Mannkind Corporation; Aldurazyme[®], a trademark of the Joint Venture Biomarin/Genzyme LLC; Avilomics[®], a trademark of Avila Therapeutics, Inc.; Cialis[®] OTC, a trademark of Eli Lilly; Copaxone[®], a trademark of Teva Pharmaceuticals Industries; Cortizone-10[®], a trademark of Johnson & Johnson (except in the United States where it is a Sanofi trademark); Fludara[®] and Leukine[®], trademarks of Alcafleu; Flutiform[®], a trademark of Jagotec AG; RetinoStat[®] and UshStat[®], trademarks of Oxford Biomedica; Spedra[®] and Stendra[®], trademarks of Vivus Inc.; and Zaltrap[®] a trademark of Regeneron in the United States;

trademarks sold by Sanofi and/or its affiliates to a third party, such as Altace[®], a trademark of King Pharmaceuticals in the United States; Hyalgan[®], a trademark of Fidia Farmaceutici S.p.A.; Liberty[®], Liberty[®] Herbicide, LibertyLink[®] Rice 601, LibertyLink[®] Rice 604 and StarLink[®], trademarks of Bayer; Maalox[®], a trademark of Novartis in the United States, Canada and Puerto Rico; and Sculptra[®] a trademark of Valeant; and

other third party trademarks such as Advantage[®] and Advantix[®], trademarks of Bayer; Atelvia[®], a trademark of Actavis in the United States; DDAVP[®], a trademark of Ferring (except in the United States where it is a Sanofi trademark); Enbrel[®], a trademark of Immunex in the United States and of Wyeth in other geographical areas; GLAAS[®], a trademark of Immune Design; Humalog[®], Humulin[®], Miriope[®], Basaglar[®] and Kwikpen[®], trademarks of Eli Lilly; iPhone[®] and iPod Touch[®], trademarks of Apple Inc.; Lactacyd[®], a trademark of Omega Pharma NV in the EU and several other European countries; Rituxan[®], a trademark of Biogen Idec, Inc. in the United States and Canada, and Genentech in Japan; Squarekids[®], a trademark of Kitasato Daiichi Sankyo Vaccine Co., Ltd.; Unisom[®] a trademark of Johnson & Johnson in certain geographical areas (except in the United States and Israel where it is a Sanofi trademark and

Canada where it is a trademark of Paladin Labs, Inc.); and Yosprala[®], a trademark of Pozen, Inc.

Not all trademarks related to investigational agents have been authorized as of the date of this annual report by the relevant health authorities; for instance, the Lyxumia[®] trade name has not been approved by the FDA.

The data relating to market shares and ranking information for pharmaceutical products, in particular as presented in Item 4. Information on the Company B. Business Overview B.6. Markets B.6.1. Marketing and distribution, are

based mainly on sales data excluding vaccines and in constant euros (unless otherwise indicated) on a November 2017 MAT (Moving Annual Total) basis. The data are mainly from IQVIA local sales audit, supplemented by country-specific sources.

Data relating to market shares and ranking information presented herein for our Consumer Healthcare products are based on sales data from Nicholas Hall (Q3 2017 MAT).

Data relating to market shares and ranking information presented herein for our vaccines business are based on internal estimates unless stated otherwise.

Product indications described in this annual report are composite summaries of the major indications approved in the product's principal markets. Not all indications are necessarily available in each of the markets in which the products are approved. The summaries presented herein for the purpose of financial reporting do not substitute for careful consideration of the full labeling approved in each market.

Cautionary statement regarding forward-looking statements

This annual report contains forward-looking statements. We may also make written or oral forward-looking statements in our periodic reports to the Securities and Exchange Commission on Form 6-K, in our annual report to shareholders, in our offering circulars and prospectuses, in press releases and other written materials and in oral statements made by our officers, directors or employees to third parties. Examples of such forward-looking statements include:

projections of operating revenues, net income, business net income, earnings per share, business earnings per share, capital expenditures, cost savings, restructuring costs, positive or negative synergies, dividends, capital structure or other financial items or ratios;

statements of our profit forecasts, trends, plans, objectives or goals, including those relating to products, clinical trials, regulatory approvals and competition; and

statements about our future events and economic performance or that of France, the United States or any other countries in which we operate.

This information is based on data, assumptions and estimates considered as reasonable by Sanofi as at the date of this annual report and undue reliance should not be placed on such statements.

Words such as believe, anticipate, plan, expect, intend, target, estimate, project, predict, forecast,

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should and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve inherent, known and unknown, risks and uncertainties associated with the regulatory, economic, financial and competitive environment, and other factors that could cause future results and objectives to differ materially from those expressed or implied in the forward-looking statements.

Risk factors which could affect future results and cause actual results to differ materially from those contained in any forward-

looking statements are discussed under Item 3. Key Information D. Risk Factors . Additional risks, not currently known or considered immaterial by the Group, may have the same unfavorable effect and investors may lose all or part of their investment.

Forward-looking statements speak only as of the date they are made. Other than required by law, we do not undertake any obligation to update them in light of new information or future developments.

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ABBREVIATIONS

Principal abbreviations used in the Annual Report on Form 20-F

ADR	American Depositary Receipt
ADS	American Depositary Share
AFEP	<i>Association française des entreprises privées</i> (French Association of Large Companies)
AMF	<i>Autorité des marchés financiers</i> (the French market regulator)
ANDA	Abbreviated New Drug Application
BLA	Biologic License Application
BMS	Bristol-Myers Squibb
CEO	Chief Executive Officer
CER	Constant exchange rates
CGU	Cash generating unit
CHC	Consumer Healthcare
CHMP	Committee for Medicinal Products for Human Use
CVR	Contingent value right
ECB	European Central Bank
EFPIA	European Federation of Pharmaceutical Industries and Associations
EMA	European Medicines Agency
EU	European Union
FDA	US Food and Drug Administration
GAVI	Global Alliance for Vaccines and Immunisation
GBU	Global Business Unit
GLP-1	Glucagon-like peptide-1
GMP	Good manufacturing practice
Hib	Haemophilus influenzae type b
HSE	Health, Safety and Environment
IASB	International Accounting Standards Board
ICH	International Council for Harmonization
IFPMA	International Federation of Pharmaceutical Manufacturers & Associations
IFRS	International Financial Reporting Standards
IPV	Inactivated polio vaccine
ISIN	International Securities Identification Number
J-MHLW	Japanese Ministry of Health, Labor and Welfare
LSD	Lysosomal storage disorder
MEDEF	<i>Mouvement des entreprises de France</i> (French business confederation)
MS	Multiple sclerosis
NASDAQ	National Association of Securities Dealers Automated Quotations
NDA	New Drug Application
NHI	National Health Insurance (Japan)
NYSE	New York Stock Exchange
OECD	Organisation for Economic Co-operation and Development
OPV	Oral polio vaccine

OTC	Over the counter
PhRMA	Pharmaceutical Research and Manufacturers of America
PMDA	Pharmaceuticals and Medical Devices Agency (Japan)
PRV	Priority Review Voucher
PTE	Patent Term Extension
QIV	Quadrivalent influenza vaccine
R&D	Research and development
ROA	Return on assets
SA	<i>Société anonyme</i> (French public limited corporation)
SEC	US Securities and Exchange Commission
SPC	Supplementary Protection Certificate
TSR	Total shareholder return
UNICEF	United Nations Children's Emergency Fund
US	United States of America
WHO	World Health Organization

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ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

PART I

Item 1. Identity of Directors, Senior Management and Advisers

N/A

Item 2. Offer Statistics and Expected Timetable

N/A

Item 3. Key Information

A. Selected Financial Data

SUMMARY OF SELECTED FINANCIAL DATA

The tables below set forth selected consolidated financial data for Sanofi. These financial data are derived from the Sanofi consolidated financial statements. The Sanofi consolidated financial statements for the years ended December 31, 2017, 2016 and 2015 are included in Item 18 of this annual report.

The consolidated financial statements of Sanofi for the years ended December 31, 2017, 2016 and 2015 have been prepared in compliance with IFRS issued by the International Accounting

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Standards Board (IASB) and with IFRS adopted by the European Union as of December 31, 2017. The term IFRS refers collectively to international accounting and financial reporting standards (IAS and IFRS) and to interpretations of the interpretations committees (SIC and IFRIC) mandatorily applicable as of December 31, 2017.

Sanofi reports its financial results in euros.

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ITEM 3. KEY INFORMATION

SELECTED CONDENSED FINANCIAL INFORMATION

	As of and for the year ended December 31,				
(million, except per share data)	2017	2016	2015	2014	2013
IFRS Income statement data^(a)					
Net sales ^(b)	35,055	33,821	34,060	31,380	30,693
Gross profit	24,593	24,006	23,942	21,769	20,989
Operating income	5,803	6,534	5,624	6,064	4,982
Net income excluding the exchanged/held-for-exchange Animal Health business	3,912	4,486	4,512	4,392	3,797
Net income attributable to equity holders of Sanofi	8,434	4,709	4,287	4,390	3,716
Basic earnings per share (\$):					