

Sanofi  
Form S-8 POS  
May 15, 2018

Registration No. 333-218099

**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)**

**Not Applicable**  
**(I.R.S. Employer**  
**Identification Number)**

**54, rue La Boétie**

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**75008 Paris**

**France**

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

**ACTION 2017 SHAREHOLDING PLAN**

**(Full title of the Plan)**

**Philippe Sauvage**

**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**

**7 rue Jacques Bingen**

**75017 Paris, France**

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

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

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.

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-218099 (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 2017 Shareholding Plan (the **2017 Plan** ). The Registration Statement, which was filed with the Securities and Exchange Commission on May 19, 2017, registered 1,500,000 Shares issuable pursuant to the 2017 Plan. The Registration Statement is hereby amended to deregister the 1,313,121 Shares that were previously registered and that remain unissued under the 2017 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 May 15<sup>th</sup>, 2018.

**SANOFI**

By: /s/ Karen Linehan  
Name: Karen Linehan  
Title: Vice President Legal Affairs  
and General Counsel

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.