

SANOFI-AVENTIS
Form F-6 POS
April 29, 2011

As filed with the U.S. Securities and Exchange Commission on April 30, 2011
Registration No. 333-145177

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For American Depositary Shares Evidenced by American Depositary Receipts

SANOFI-AVENTIS
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

France
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

1 Chase Manhattan Plaza, Floor 58, New York, NY, 10005-1401
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Gregory Irace
Chief Executive Officer
Sanofi-Aventis US LLC
55 Corporate Drive
Bridgewater, New Jersey 08807
Telephone: (908) 981-6800
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

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It is proposed that this filing become effective under Rule 466
x immediately upon filing
o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-half of one ordinary share of Sanofi-Aventis | n/a | n/a | n/a | n/a |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|---|
| (1) Name and address of depository | Introductory Article |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of Receipt, top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depository | Articles 14, 18, 19 and 21 |

(3) Fees and Charges

Articles 7 and 8

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|---|
| (b) Statement that Sanofi-Aventis. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Article 11 |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of _____, 2007 among Sanofi-Aventis, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Registration Statement No. 333-145177 and incorporated herein by reference.
- (a)(2) Form of Amendment to Deposit Agreement, Form of Amendment to Deposit Agreement including the Form of American Depositary Receipt, is filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed as Exhibit (d) to Registration Statement No. 333-145177 and incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Power of Attorney. Previously filed as Exhibit (f) to Registration Statement No. 333-145177 and incorporated herein by reference.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. , on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 30, 2011.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK,
N.A., as Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sanofi-Aventis certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in city of Paris, France on April 27, 2011.

SANOFI-AVENTIS

By: /s/ Christopher A. Viehbacher
Name: Christopher A. Viehbacher
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Chris Viehbacher and Jérôme Contamine, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signatures | Title | Date |
|---|---|----------------|
| /s/Christopher A. Viehbacher Christopher A. Viehbacher | Chief Executive Officer and Director (Principal Executive Officer) | April 27, 2011 |
| /s/Jérôme Contamine Jérôme Contamine | Executive Vice President, Finance (Principal Financial Officer) | April 27, 2011 |
| /s/Serge Weinberg Serge Weinberg | Chairman of the Board of Directors | April 27, 2011 |
| /s/Uwe Bicker Uwe Bicker | Director | April 27, 2011 |
| /s/Robert Castaigne Robert Castaigne | Director | April 27, 2011 |
| /s/Thierry Desmarest Thierry Desmarest | Director | April 27, 2011 |

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|---|--|----------------|
| /s/Lord Douro Lord Douro | Director | April 27, 2011 |
| /s/Jean-René Fourtou Jean-René Fourtou | Director | April 27, 2011 |
| /s/Claudie Haigneré Claudie Haigneré | Director | April 27, 2011 |
| /s/Igor Landau Igor Landau | Director | April 27, 2011 |
| /s/Christian Mulliez Christian Mulliez | Director | April 27, 2011 |
| /s/Lindsay Owen-Jones Lindsay Owen-Jones | Director | April 27, 2011 |
| /s/Carole Piwnica Carole Piwnica | Director | April 27, 2011 |
| /s/Klaus Pohle Klaus Pohle | Director | April 27, 2011 |
| /s/ Gérard Van Kemmel Gérard Van Kemmel | Director | April 27, 2011 |
| /s/Gregory Irace Gregory Irace | Authorized Representative in the United States | April 27, 2011 |

INDEX TO EXHIBITS

Exhibit
Number

- (a)(2) Form of Amendment to Deposit Agreement (including the Form of American Depositary Receipt)
- (e) Rule 466 Certification

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