



# SANOFI

## FORM F-6EF

(Securities Registration (Ads, Immediate))

Filed 12/18/23

Address 54 RUE LA BOETIE, PARIS, 10, 75008  
Telephone (727) 384-2323  
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As filed with the U.S. Securities and Exchange Commission on December 18, 2023

Registration No.

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

**FORM F-6**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**For Depositary Shares Evidenced by American Depositary Receipts**

**SANOFI**

(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 depositary as specified in its charter)

**383 Madison Avenue, Floor 11, New York, New York 10179**

**Telephone (800) 990-1135**

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**Sanofi-Aventis U.S. LLC**

**55 Corporate Drive**

**Bridgewater, New Jersey 08807**

**Telephone: (908) 981-5700**

(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, Suite 2405**

**New York, New York 10022**

**(212) 319-7600**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit (1)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-half of one ordinary share of SANOFI	500,000,000	\$0.05	\$25,000,000	\$3690

(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.

**Pursuant to Rule 429, the Prospectus contained herein also relates to the American Depositary Shares registered under, and constitutes Post-Effective Amendment No. 3 to Form F-6 Registration Statement No. 333-192032.**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) filed as Exhibit A to the form of Amendment No. 2 to the Second Amended and Restated Deposit Agreement filed as Exhibit (a)(3) to this Registration Statement on Form F-6, which is incorporated herein by reference.

#### CROSS REFERENCE SHEET

### Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
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

### Item 2. AVAILABLE INFORMATION

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
(a) Statement that Sanofi 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 Second Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2015 among Sanofi, JPMorgan Chase Bank, N.A., as depository (the "Depository"), and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Post-Effective Amendment No. 1 to Registration Statement No. 333-192032 and incorporated herein by reference.
- (a)(2) **Form of Amendment No. 1 to Deposit Agreement.** Previously filed as Exhibit (a)(2) to Post-Effective Amendment No. 2 to Registration Statement No. 333-192032 and incorporated herein by reference.
- (a)(3) **Form of Amendment No. 2 to Deposit Agreement,** including the form of American Depositary Receipt. Filed herewith as Exhibit (a)(3).
- (b) **Any other agreement to which the Depository 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 Depository 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 Depository, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

#### Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 Depository 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 Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

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#### 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 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 December 15, 2023.

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 Depository

By: /s/ Gregory A. Levendis

Name: Gregory A. Levendis

Title: Executive Director

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Pursuant to the requirements of the Securities Act of 1933, SANOFI 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on December 15, 2023.

SANOFI

By: /s/ Paul Hudson

Name: Paul Hudson

Title: Chief Executive Officer

#### POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul Hudson and Jean-Baptiste Chasseloup de Chatillon, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration



## INDEX TO EXHIBITS

Exhibit  
Number

- (a)(3) Form of Amendment No. 2 to Deposit Agreement
- (d) Opinion of Counsel to the Depositary
- (e) Rule 466 Certification