

SANOFI

FORM SC 13G

(Statement Of Ownership)

Filed 11/06/23

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

MeiraGTx Holdings plc
(Name of Issuer)

Ordinary Shares, \$0.00003881 par value per share
(Title of Class of Securities)

G59665 102
(CUSIP Number)

October 30, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons SANOFI		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization The Republic of France		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 4,697,737 shares	
	6.	Shared Voting Power 0 shares	
	7.	Sole Dispositive Power 4,697,737 shares	
	8.	Shared Dispositive Power 0 shares	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,697,737 shares		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9) 7.4%		
12.	Type of Reporting Person (See Instructions) CO		

Item 1.

- (a) Name of Issuer
MeiraGTx Holdings plc
- (b) Address of Issuer's Principal Executive Offices
450 East 29th Street, 14th Floor New York, NY 10016

Item 2.

- (a) Name of Person Filing
Sanofi
- (b) Address of Principal Business Office or, if none, Residence
46, avenue de la Grande Armée, 75017 Paris, France
- (c) Citizenship
The Republic of France
- (d) Title of Class of Securities
Ordinary Shares, \$0.00003881 par value per share
- (e) CUSIP Number
G59665 102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item Ownership
4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
4,697,737 shares

(b) Percent of class:
7.4%*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
4,697,737 shares

(ii) Shared power to vote or to direct the vote
0 shares

(iii) Sole power to dispose or to direct the disposition of
4,697,737 shares

(iv) Shared power to dispose or to direct the disposition of
0 shares

* Percent based on 63,597,151 ordinary shares outstanding as of October 30, 2023, as disclosed to the Reporting Person by the Issuer, which includes the shares issued by the Issuer to a wholly owned subsidiary of the Reporting Person on October 30, 2023.

Item Ownership of Five Percent or Less of a Class
5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item Ownership of More than Five Percent on Behalf of Another Person
6.

Sanofi Foreign Participations B.V.	4,000,000 shares	6.3%
Kadmon Corporation, LLC	697,737 shares	1.1%

* The shares are held of record by Sanofi Foreign Participations B.V. and Kadmon Corporation, LLC, the reporting person's indirect, wholly owned subsidiaries.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By
7. the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item**10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 6, 2023

Date

/s/ Alexandra Roger*

Signature

Alexandra Roger

Head of Securities Law and Capital Markets

Name/Title

* Alexandra Roger is signing on behalf of Sanofi by power of attorney previously filed with the Securities and Exchange Commission on February 3, 2016 as Exhibit 24 to Form 4, and hereby incorporated by reference herein.