



# SANOFI

## FORM S-8 POS

(Post-Effective Amendment To An S-8 Filing)

Filed 03/15/24

Address 54 RUE LA BOETIE, PARIS, 10, 75008  
Telephone (727) 384-2323  
CIK 0001121404  
Symbol SNY  
SIC Code 2834 - Pharmaceutical Preparations  
Fiscal Year 12/31

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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**SANOFI**

(Exact name of Registrant as specified in its charter)

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**Republic of France**  
(State or other jurisdiction of  
incorporation or organization)

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

**46, avenue de la Grande Armée, 75017 Paris, France**  
(Address of Registrant's principal executive offices)

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**ACTION 2023 SHAREHOLDING PLAN**  
(Full title of the plan)

**Debora C. Pellicano**  
Chief Financial Officer North America & Head of Finance Specialty Care  
Sanofi U.S. Services Inc.  
450 Water Street  
Cambridge, Massachusetts 02141  
Tel. No. +1 (908) 981-5000  
(Name, address and telephone number of agent for service)

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*Copies to:*

**John J. Cannon III, Esq.**  
Shearman & Sterling LLP  
599 Lexington Ave.  
New York, NY 10022  
(212) 848-4000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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

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.

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**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-270976 (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 2023 Shareholding Plan (the "2023 Plan"). The Registration Statement, which was filed with the Securities and Exchange Commission on March 30, 2023, registered 400,000 Shares issuable pursuant to the 2023 Plan. The Registration Statement is hereby amended to deregister the 154,758 Shares that were previously registered and that remain unissued under the 2023 Plan.

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**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 March 15, 2024.

**SANOFI**

By: /s/ Roy Papatheodorou

Name: Roy Papatheodorou

Title: Executive Vice President, 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.