

SANOFI

FORM F-6EF

(Securities Registration (Ads, Immediate))

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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

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	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.

PART I
INFORMATION REQUIRED IN PROSPECTUS

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 depositary	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 depositary 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 depositary	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 depositary (the "Depositary"), 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 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.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

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 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 Depositary

By: /s/ Gregory A. Levendis

Name: Gregory A. Levendis

Title: Executive Director

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

statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, 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 on Form F-6 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Frédéric Oudéa</u> Frédéric Oudéa	Chairman of the Board	December 13, 2023
<u>/s/ Paul Hudson</u> Paul Hudson	Chief Executive Officer	December 15, 2023
<u>/s/ Jean-Baptiste Chasseloup de Chatillon</u> Jean-Baptiste Chasseloup de Chatillon	Executive Vice President, Chief Financial Officer	December 15, 2023
<u>/s/ Hervé Cardelli</u> Hervé Cardelli	Head of Consolidation and Statutory Reporting (Principal Accounting Officer)	December 13, 2023
<u>/s/ Christophe Babule</u> Christophe Babule	Director	December 15, 2023

Rachel Duan	Independent Director	
/s/ Carole Ferrand Carole Ferrand	Independent Director	December 15, 2023
Lise Kingo	Independent Director	
/s/ Patrick Kron Patrick Kron	Independent Director	December 15, 2023
/s/ Wolfgang Laux Wolfgang Laux	Director Representing Employees	December 15, 2023
/s/ Barbara Lavernos Barbara Lavernos	Director	December 15, 2023
/s/ Fabienne Lecorvaisier Fabienne Lecorvaisier	Independent Director	December 15, 2023
Gilles Schnepf	Independent Director	
/s/ Diane Souza Diane Souza	Independent Director	December 15, 2023
/s/ Thomas Südhof Thomas Südhof	Independent Director	December 15, 2023
/s/ Ceng-Yann Tran Ceng-Yann Tran	Director Representing Employees	December 15, 2023
/s/ Emile Voest Emile Voest	Independent Director	December 15, 2023
/s/ Antoine Yver Antoine Yver	Independent Director	December 15, 2023
/s/ Debora Pellicano Debora Pellicano	Authorized Representative in the United States	December 15, 2023

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