

SANOFI-AVENTIS  
Form 6-K  
March 28, 2011

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

**FORM 6-K**  
**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

March 28, 2011

Commission File Number: 001-31368

**SANOFI-AVENTIS**

(Translation of registrant's name into English)

174, avenue de France, 75013 Paris, FRANCE

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 OF SANOFI-AVENTIS FILED ON MARCH 15, 2010 (REGISTRATION No. 333-165479) AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY

Edgar Filing: SANOFI-AVENTIS - Form 6-K

DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**Exhibit List**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 1.2:	Underwriting Agreement dated March 22, 2011 (the Underwriting Agreement ), by and among sanofi-aventis and BNP Paribas Securities Corp., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and SG Americas Securities, LLC, acting as representatives of the several Underwriters
Exhibit 5.3:	Opinion of Jones Day, adviser to the Company, as to the validity of the Notes under French law
Exhibit 5.4:	Opinion of Jones Day, adviser to the Company, as to the validity of the Notes under New York law
Exhibit 8.3:	Opinion of Jones Day, French tax counsel to the Company, as to certain matters of French taxation
Exhibit 8.4:	Opinion of Jones Day, U.S. tax counsel to the Company, as to certain matters of U.S. taxation
Exhibit 23.4:	Consent of Jones Day (included in Exhibits 5.3, 5.4, 8.3 and 8.4)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 28, 2011

SANOFI-AVENTIS

By /s/ John Felitti  
Name: John Felitti  
Title: Associate Vice President,  
Corporate Law, Financial &  
Securities Law

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 1.2:	Underwriting Agreement dated March 22, 2011 (the Underwriting Agreement ), by and among sanofi-aventis and BNP Paribas Securities Corp., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and SG Americas Securities, LLC, acting as representatives of the several Underwriters
Exhibit 5.3:	Opinion of Jones Day, adviser to the Company, as to the validity of the Notes under French law
Exhibit 5.4:	Opinion of Jones Day, adviser to the Company, as to the validity of the Notes under New York law
Exhibit 8.3:	Opinion of Jones Day, French tax counsel to the Company, as to certain matters of French taxation
Exhibit 8.4:	Opinion of Jones Day, U.S. tax counsel to the Company, as to certain matters of U.S. taxation
Exhibit 23.4:	Consent of Jones Day (included in Exhibits 5.3, 5.4, 8.3 and 8.4)