

SANOFI-AVENTIS
Form F-4/A
March 28, 2011

As filed with the Securities and Exchange Commission on March 28, 2011

Registration No. 333-172638

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

Form F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SANOFI-AVENTIS

(Exact name of Registrant as Specified in its Charter)

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France <i>(Jurisdiction of</i>	2834 <i>(Primary Standard Industrial</i>	133529324 <i>(I.R.S. Employer</i>
<i>Incorporation or Organization)</i>	<i>Classification Code Number)</i> 174, avenue de France	<i>Identification Number)</i>
	75013 Paris, France	
	Tel. No.: 33-1-53-77-43-03	

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

Gregory Irace
Chief Executive Officer
Sanofi-Aventis US LLC
55 Corporate Drive
Bridgewater, New Jersey 08807
Tel. No. +1 (908) 981-6800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Karen Linehan
Senior Vice President Legal Affairs and
General Counsel
sanofi-aventis
174, avenue de France
75013 Paris, France

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Jaclyn L. Cohen, Esq.
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

Telephone: +33 1 53 77 40 00

Approximate date of commencement of proposed sale to the public: March 7, 2011.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transactions:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The Registrant hereby amends this Registration Statement on such date as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE: This Registration Statement on Form F-4 is being filed solely to update exhibits.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS/OFFER TO EXCHANGE

Item 20. *Indemnification of Directors and Officers.*

The French Commercial Code prohibits provisions in corporate articles of association limiting the liability of directors. However, if a director is sued by a third party and ultimately prevails in the litigation on all counts, but is nevertheless required to bear attorneys' fees and costs, French law permits the company to reimburse those fees and costs pursuant to an indemnification arrangement with the director.

Under French law a company may purchase directors' and officers' liability insurance for all or part of the members of its management. A French corporation may be liable to third parties for the consequences of the decisions of its board of directors. However, if those decisions qualify as mismanagement, the relevant members of the board of directors may be required to fully or partly indemnify the company. Parent has purchased liability insurance for all of its directors.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against U.S. public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against U.S. public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

Item 21. *Exhibits and Financial Statement Schedules.*

(a) Exhibits.

See the Exhibit Index.

(b) Financial Statement Schedules.

None.

(c) Reports, Opinions and Appraisals.

None.

Item 22. *Undertakings.*

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

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would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of proxy

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statement/prospectus filed with the SEC pursuant to Rule 424(b) promulgated under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) To file a post-effective amendment to this registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) If the registrant is relying on Rule 430B, each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement. Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

- (6) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser in the initial distribution of securities, in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes:

(1) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(2) to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes: (i) to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means, and (ii) to arrange or provide for a facility in the United States for the purpose of responding to such requests. The undertakings in subparagraph (i) above include information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(d) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France on March 28, 2011.

SANOFI-AVENTIS

By: /s/ Christopher Viehbacher
Name: Christopher Viehbacher
Title: Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on March 28, 2011:

Signature	Title
*	Chairman of the Board of Directors
Serge Weinberg	
/s/ Christopher Viehbacher	Chief Executive Officer (Principal Executive Officer)
Christopher Viehbacher	
/s/ Jérôme Contamine	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
Jérôme Contamine	
/s/ Laurent Gilhodes	Vice President, Corporate Accounting (Principal Accounting Officer)
Laurent Gilhodes	
*	Director
Uwe Bicker	
*	Director
Robert Castaigne	
*	Director
Thierry Desmarest	
*	Director
Lord Douro	
*	Director
Jean-René Fourtou	

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*
Claudie Haigneré Director

*
Igor Landau Director

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Signature	Title
*	Director
Christian Mulliez	
*	Director
Lindsay Owen-Jones	
*	Director
Carole Piwnica	
*	Director
Klaus Pohle	
*	Director
Gérard Van Kimmel	
/s/ Gregory Irace	Authorized Representative in the United States
Gregory Irace	
*By: /s/ Christopher Viehbacher	
Christopher Viehbacher, <i>Attorney-in-Fact</i>	

EXHIBIT INDEX.

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of February 16, 2011, among sanofi-aventis, Genzyme and GC Merger Corp., (included as Annex A to the Prospectus/Offer to Exchange included in this registration statement)**
3.1	Articles of Association (<i>statuts</i>) of sanofi-aventis (English Translation), (incorporated by reference to Exhibit 1.1 to sanofi-aventis Annual Report on Form 20-F filed March 1, 2011)**
4.1	Form of CVR Agreement between sanofi-aventis and Trustee (included as Annex B to the Prospectus/Offer to Exchange included in this registration statement)**
5.1	Opinion of Weil, Gotshal & Manges LLP, New York, NY, United States of America, with respect to the validity of the securities being issued.*
5.2	Opinion of Weil, Gotshal & Manges, Paris, France, with respect to the validity of the securities being issued.*
23.1	Consent of Ernst & Young Audit, an independent registered public accounting firm (with respect to sanofi-aventis)**
23.2	Consent of PricewaterhouseCoopers Audit, an independent registered public accounting firm (with respect to sanofi-aventis)**
23.3	Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm (with respect to Genzyme Corporation)**
24.1	Power of Attorney**
25.1	Form T-1 statement of eligibility under the Trust Indenture Act of 1939 of American Stock Transfer & Trust Company, LLC.*
99.1	Form of Letter of Transmittal, including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9**
99.2	Form of Notice of Guaranteed Delivery**
99.3	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees**
99.4	Form of Letter to Clients**

* Filed herewith.

** Previously filed.