

Sanofi  
 Form FWP  
 September 27, 2011

*Filed pursuant to Rule 433*

*Registration Statement No. 333-165472*

*September 27, 2011*

**Final Term Sheet**

**Sanofi**

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**\$1,000,000,000 1.200% Notes Due 2014**

Issuer	Sanofi
Format	SEC-registered global notes
Title	1.200% Notes due 2014
Total initial principal amount being issued	\$1,000,000,000
Issue price	99.877%
Pricing date	September 27, 2011
Expected settlement date	September 30, 2011
	Please note that the preliminary prospectus supplement to which this termsheet relates indicates that settlement might occur on the fifth business day following the date of the pricing of the Notes. It has been decided that settlement will occur on the third business day following the date of the pricing of the Notes, i.e., September 30, 2011.
Maturity date	September 30, 2014, unless earlier redeemed
Day count	30/360
Day count convention	Following unadjusted
Optional redemption	Make-whole call at Treasury Rate plus 15 bps
Tax redemption	Applicable
Ranking	Unsecured and unsubordinated
Interest rate	1.200% per annum
Benchmark Treasury	0.250% due September 15, 2014
Benchmark Treasury price	99-16 <sup>3</sup> / <sub>4</sub>
Benchmark Treasury yield	0.412%
Spread to Benchmark Treasury	83 bps
Yield to maturity	1.242%
Date interest starts accruing	September 30, 2011
Interest payment dates	Each March 30 and September 30
First interest payment date	March 30, 2012

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Regular record dates for Interest	Each March 15 and September 15
Trustee	Deutsche Bank Trust Company Americas
Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the Notes	Moody s: A2/Stable Standard & Poor s: AA-/Stable  Note: A security rating is not a recommendation to buy, sell or hold securities. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.
CUSIP / ISIN	801060AA2 / US801060AA22
Joint Book-Running Managers	Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Natixis Securities North America Inc.
Co-Managers	Banco Bilbao Vizcaya Argentaria, S.A. Credit Agricole Securities (USA) Inc. HSBC Securities (USA) Inc. Mitsubishi UFJ Securities (USA) Inc. RBS Securities Inc. Santander Investment Securities Inc.

***The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Citigroup Global Markets Inc., toll free at 1-877-858-5407; Deutsche Bank Securities Inc., toll free at 1-800-503-4611; Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322; or Natixis Securities North America Inc. at 1-212-698-3108.***