

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

REGENERON PHARMACEUTICALS, INC.

 (Exact name of registrant as specified in its charter)

NEW YORK

13-3444607

 (State of incorporation)

 (I.R.S. employer identification no.)

777 Old Saw Mill River Road
 Tarrytown, New York 10591

 (Address of principal executive offices)

REGENERON PHARMACEUTICALS, INC.
 1990 LONG-TERM INCENTIVE PLAN

 (Full title of the plan)

Paul Lubetkin, Esq., Vice President, General Counsel, and Secretary
 Regeneron Pharmaceuticals, Inc.
 777 Old Saw Mill River Road
 Tarrytown, New York 10591
 (914) 347-7000

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

Copies to:

Matthew J. Mallow, Esq.
 Skadden, Arps, Slate, Meagher & Flom
 919 Third Avenue
 New York, New York 10022
 (212) 735-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,500,000 shares	\$9.375	\$14,062,500	\$4,489

(1) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices for a share of Common Stock on Nasdaq National Market on September 15, 1995, within five business days prior to filing.

(2) Estimated solely for the purpose of calculating the registration fee.

REGISTRATION STATEMENT
FOR
REGISTRATION OF ADDITIONAL SECURITIES
ON FORM S-8

Incorporation by Reference

Hereby incorporated by reference is Registrant's Registration Statement on Form S-8 (No. 33-50480) filed on August 5, 1992 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Securities Act").

Required Information Not in Prior Statement

Not Applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tarrytown, State of New York, on the 18th day of August, 1997.

REGENERON PHARMACEUTICALS, INC.

By *

Leonard S. Schleifer, M.D., Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on August 18, 1997.

Signature

Title

*

P. Roy Vagelos, M.D. Chairman of the Board of Directors

*

Leonard S. Schleifer, M.D., Ph.D. President, Chief Executive Officer
(Principal Executive Officer),
and Director

*

Murray A. Goldberg Vice President, Finance &
Administration, Chief Financial
Officer, and Treasurer (Principal
Financial Officer)

*

Beverly C. Dubs Controller and Assistant Treasurer
(Chief Accounting Officer)

*

Charles A. Baker Director

*

----- Michael S. Brown, M.D. *	Director
----- Alfred G. Gilman, M.D., Ph.D. *	Director
----- Joseph L. Goldstein, M.D. *	Director
----- Fred A. Middleton *	Director
----- Eric M. Shooter, M.D. *	Director
----- George L. Sing	Director

*By: /s/ PAUL LUBETKIN

Paul Lubetkin
(Attorney-in-fact)

LIST OF EXHIBITS

Designation	Description of Exhibit
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4.1	Registrant's Articles of Incorporation (incorporated by reference to Registrant's Quarterly Report on Form 10-Q for its quarter ended June 30, 1991, filed with the Commission on August 13, 1991).
4.2	Registrant's By-Laws (incorporated by reference to Registrant's Annual Report on Form 10-K for its year ended December 31, 1994, filed with the Commission on March 31, 1995).
5	Opinion of Skadden, Arps, Slate, Meagher & Flom.
23.1	Consent of Coopers & Lybrand L.L.P. (for the Registrant).
23.2	Consent of Ernst & Young LLP (for Amgen-Regeneron Partners).
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom (contained in Exhibit 5).
24	Power of Attorney

[SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Letterhead]

August 18, 1997

Regeneron Pharmaceuticals, Inc.
777 Old Saw Mill River Road
Tarrytown, New York 10591

Gentlemen:

We have acted as special counsel to Regeneron Pharmaceuticals, Inc., a New York corporation (the "Company"), in connection with the proposed issuance by the Company of 1,500,000 shares (the "Shares") of Common Stock, par value \$.001 per share (the "Common Stock"), pursuant to the Regeneron Pharmaceuticals, Inc. Amended and Restated 1990 Long Term Incentive Plan (the "Stock Option Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement on Form S-8, relating to the Shares, filed with the Securities and Exchange Commission (the "Commission") under the Securities Act on August 18, 1997 (together with all exhibits thereto, the "Registration Statement"), (ii) the Restated Certificate of Incorporation of the Company as currently in effect, (iii) the By-Laws of the Company as currently in effect, (iv) specimen certificates representing the Shares, and (v) resolutions of the Board of Directors of the Company relating to the Stock Option Plan and the filing of the Registration Statement. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. In making our examination of documents executed or to be executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Members of our firm are admitted to the Bar in the State of New York and we do not express any opinion as to the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares to be issued upon exercise of any options duly granted pursuant to the terms of the Stock Option Plan have been duly and validly authorized and, when the Shares have been issued, delivered and paid

for, upon exercise of such options in accordance with the terms of the Stock Option Plan and certificates representing the Shares in the form of the specimen certificates examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar, such Shares will be duly and validly issued, fully paid and nonassessable (except as provided in Section 630 of the New York Business Corporation Law).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Skadden, Arps, Slate,
Meagher & Flom LLP

CONSENTS OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement of Regeneron Pharmaceuticals, Inc. (the "Company") on Form S-8 of our report dated February 14, 1997, on our audits of the financial statements of the Company as of December 31, 1996, and 1995, and for each of the three years in the period ended December 31, 1996, which report is included in the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

/s/ Coopers & Lybrand L.L.P.

New York, New York
August 14 , 1997

CONSENT OF ERNEST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Regeneron Pharmaceuticals, Inc. Amended and Restated 1990 Long Term Incentive Plan, of our report dated February 5, 1996, with respect to the financial statements of Amgen-Regeneron Partners included in Regeneron Pharmaceuticals, Inc's Annual Report (Form 10-K) for the year ended December 31, 1996, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Los Angeles, California
August 14, 1997

POWER OF ATTORNEY

We, the undersigned officers and directors of Regeneron Pharmaceuticals, Inc., hereby severally and individually constitute and appoint Paul Lubetkin the true and lawful attorney and agent (with full power of substitution and resubstitution in each case) of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) the Registration Statement on Form S-8 dated August 18, 1997 and all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, said attorney and agent to have power to act and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorney and agent to any and all such statement and instruments.

This Power of Attorney has been signed below by the following persons in the capacities indicated on August 18, 1997.

Signature	Title
/s/ P. ROY VAGELOS _____ P. Roy Vagelos, M.D.	Chairman of the Board of Directors
/s/ LEONARD S. SCHLEIFER _____ Leonard S. Schleifer, M.D., Ph.D.	President, Chief Executive Officer (Principal Executive Officer), and Director
/s/ MURRAY A. GOLDBERG _____ Murray A. Goldberg	Vice President, Finance & Administration, Chief Financial Officer, and Treasurer (Principal Financial Officer)
/s/ BEVERLY C. DUBS _____ Beverly C. Dubs	Controller and Assistant Treasurer (Chief Accounting Officer)
/s/ CHARLES A. BAKER _____ Charles A. Baker	Director
/s/ MICHAEL S. BROWN _____ Michael S. Brown, M.D	Director
/s/ ALFRED G. GILMAN _____ Alfred G. Gilman, M.D., Ph.D.	Director
/s/ JOSEPH L. GOLDSTEIN _____ Joseph L. Goldstein, M.D.	Director
/s/ FRED A. MIDDLETON _____ Fred A. Middleton	Director
/s/ ERIC M. SHOOTER _____ Eric M. Shooter, M.D.	Director
/s/ GEORGE L. SING _____ George L. Sing	Director