

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

FORM 10-K/A
Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 1996

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-19034

REGENERON PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

New York 13-3444607

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No)

777 Old Saw Mill River Road, Tarrytown, New York 10591-6707

(Address of principal executive offices) (Zip code)

(914) 347-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

(Title of Class)

Securities registered pursuant to Section 12(g) of the Act:

Common Stock - par value \$.001 per share

(Title of Class)

Preferred Share Purchase Rights expiring October 18, 2006

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of

1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K (ss.229.405 of this chapter) is not contained herein, and
will not be contained, to the best of registrant's knowledge, in definitive
proxy or information statements incorporated by reference in Part III of this
Form 10-K or any amendment to this Form 10-K.

At March 11, 1997, the aggregate market value of voting stock held by
non-affiliates of the Registrant totaled approximately \$194,810,771, based on
the last sale price as reported by The Nasdaq Stock Market.

Indicate the number of shares outstanding of each of Registrant's classes of
common stock as of March 11, 1997:

Class of Common Stock -----	Number of Shares -----
Class A Stock, \$.001 par value	4,355,994
Common Stock, \$.001 par value	21,342,449

DOCUMENTS INCORPORATED BY REFERENCE:

The Registrant's definitive proxy statement to be filed in connection with

solicitation of proxies for its Annual Meeting of Shareholders to be held on June 27, 1997, is incorporated by reference into Part III of this Form 10-K. Exhibit index is located on pages 32 to 34 of this filing.

The Registrant, Regeneron Pharmaceuticals, Inc. ("Regeneron" or the "Company") hereby amends the following items of its Annual Report on Form 10-K for the year ended December 31, 1996 as set forth below.

PART IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(A) 1. Financial Statements

The financials statements filed as part of this report are listed on the Index to Financial Statements on page F-1 of the Company's Annual Report filed on March 26, 1997.

2. Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

3. Exhibits

Exhibit Number	Description
3.1	(a) - Restated Certificate of Incorporation of Regeneron Pharmaceuticals, Inc. as at June 21, 1991.
3.2	- By-Laws of the Company, currently in effect (amended as of January 22, 1995).
10.1	(b) * - Technology Development Agreement, dated as of March 20, 1989, between the Company and Sumitomo Chemical Company, Limited.
10.2	(b) * - Neurotrophic Factor Agreement (License Agreement), dated as of May 10, 1988, between the Company and Max Planck Institute fur Psychiatrie.
10.3	(b) * - Sponsored Research and License Agreement, dated as of June 17, 1988, between the Company and Erziehungsdirektion of the Canton Zurich.
10.4	(b) * - Collaboration Agreement, dated August 31, 1990, between the Company and Amgen Inc.
10.5	(b) - 1990 Amended and Restated Long-Term Incentive Plan.
10.6	(a) * - Neurotrophic Factor Agreement, dated as of May 21, 1991, between the Company and Finn Hallbook, Carlos Fernando Ibanez Molinar, and Hakan Persson.
10.7	(c) * - License Agreement dated as of November 19, 1991, between the Company and the University of Iowa Research Foundation.
10.8	(c) * - License Agreement dated as of January 15, 1992, between the Company and Hakan Persson.
10.9	(c) * - License Agreement dated as of January 24, 1992, between the Company and Rorer Biotechnology, Inc.
10.10	(d) * - Collaborative Development Agreement dated as of September 23, 1992, between the Company and American Cyanamid Company.
10.11	(d) * - License Agreement dated as of October 7, 1992, between the Company and The Regents of the University of California.
10.12	(e) * - Collaboration Agreement dated as of July 22, 1993 between the Company and Glaxo Group Limited.
10.13	(e) - Stock Purchase Agreement dated as of July 22, 1993 between the Company and Glaxo Group Limited.
10.14	(e) - Contract to Sell Real Estate dated as of July 21, 1993 between the Company and National Council for Community Development Inc.
10.15	(e) - Renovation License Agreement dated as of July 22, 1993 between the Company, National Council for Community Development and Sterling Winthrop, Inc.
10.16	(f) - Employment Agreement, dated as of September 14, 1993 between the Company and Dr. Leonard S. Schleifer.
10.17	(g) * - Research and Development Agreement dated as of June 2, 1994 between the Company and Sumitomo

- 10.18 (h) * - Manufacturing Agreement dated as of September 18, 1995 between the Company and Merck & Co., Inc.
- 10.19 (i) - Stock and Warrant Purchase Agreement dated as of April 15, 1996, between the Company and Amgen Inc.
- 10.20 (i) - Warrant Agreement dated as of April 15, 1996, between the Company and Amgen Inc.
- 10.21 (i) - Registration Rights Agreement dated as of April 15, 1996, between the Company and Amgen Inc.
- 10.22 (i) - Stock and Warrant Purchase Agreement dated as of June 27, 1996, between the Company and Medtronic, Inc.
- 10.23 (i) - Warrant Agreement dated as of June 27, 1996, between the Company and Medtronic, Inc.
- 10.24 (i) - Registration Rights Agreement dated as of June 27, 1996, between the Company and Medtronic, Inc.
- 10.25 (i) - Assignment and Assumption Agreement dated as of June 27, 1996, between the Company and Medtronic, Inc.
- 10.26 (j) - Certificate of Amendment of the Restated Certificate of Incorporation of Regeneron Pharmaceuticals, Inc., as at October 18, 1996.
- 10.27 (k) - Rights Agreement, dated as of September 20, 1996, between Regeneron Pharmaceuticals, Inc. and ChaseMellon Shareholder Services L.L.C., as Rights Agent, including the form of Rights Certificate as Exhibit B thereto.
- 10.28 (j) - Letter of Resignation of James W. Fordyce, Director, dated October 1, 1996.
- 10.29 (l) - Stock Purchase Agreement dated as of December 11, 1996, between the Company and Procter & Gamble Pharmaceuticals, Inc.
- 10.30 (l) - Registration Rights Agreement dated as of December 11, 1996, between the Company and Procter & Gamble Pharmaceuticals, Inc.
- 10.31 (m) - Collaboration Agreement dated as of December 11, 1996, between the Company and Procter & Gamble Pharmaceuticals, Inc.
- 11 (l) - Statement of Computation of Loss per Share.
- 23.1 (l) - Consent of Coopers & Lybrand L.L.P.
- 23.2 (l) - Consent of Ernst & Young LLP, Independent Auditors
- 24 (l) - Power of Attorney
- 27 (l) - Financial Statement Data
- 99.1 - Withdrawal of Application for Order Granting Confidential Treatment Pursuant to Rule 24b-2 filed with the SEC on May 28, 1997.

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- (a) Incorporated by reference from the Form 10-Q of Regeneron Pharmaceuticals, Inc. for the quarter ended June 30, 1991, filed August 13, 1991.
 - (b) Incorporated by reference from the Company's registration statement on Form S-1 (file number 33-39043).
 - (c) Incorporated by reference from the Form 10-K for Regeneron Pharmaceuticals, Inc. for the fiscal year ended December 31, 1991, filed March 30, 1992.
 - (d) Incorporated by reference from the Form 10-K for Regeneron Pharmaceuticals, Inc. for the fiscal year ended December 31, 1992, filed March 30, 1993.
 - (e) Incorporated by reference from the Form 10-Q of Regeneron Pharmaceuticals, Inc. for the quarter ended June 30, 1993, filed July 22, 1993.
 - (f) Incorporated by reference from the Form 10-Q of Regeneron Pharmaceuticals, Inc. for the quarter ended September 30, 1993, filed November 12, 1993.
 - (g) Incorporated by reference from the Form 10-Q for Regeneron Pharmaceuticals, Inc. for the quarter ended September 30, 1994, filed November 14, 1994.

- (h) Incorporated by reference from the Form 10-Q for Regeneron Pharmaceuticals, Inc. for the quarter ended September 30, 1995, filed November 14, 1995.
- (i) Incorporated by reference from the Form 10-Q for Regeneron Pharmaceuticals, Inc. for the quarter ended June 30, 1996, filed August 14, 1996.
- (j) Incorporated by reference from the Form 10-Q for Regeneron Pharmaceuticals, Inc. for the quarter ended September 30, 1996, filed November 5, 1996.
- (k) Incorporated by reference from the Form 8-A for Regeneron Pharmaceuticals, Inc. filed October 15, 1996.
- (l) Previously filed.
- (m) Withdrawn subject to withdrawal request dated May 28, 1997. See Exhibit 99.1.

* Portions of this document have been omitted and filed separately with the Commission pursuant to requests for confidential treatment pursuant to Rule 24b-2.

- (B) Reports on Form 8-K
No report on Form 8-K was filed by the Registrant during the year ended December 31, 1996.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: New York, New York
May 28, 1997

REGENERON PHARMACEUTICALS, INC.

By: /s/ LEONARD S. SCHLEIFER

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the registrant in the capacities indicated on May 28, 1997.

Signature	Title
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/s/ LEONARD S. SCHLEIFER, ----- Leonard S. Schleifer, M.D., Ph.D.	President, Chief Executive Officer, and Director
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/s/ MURRAY A. GOLDBERG ----- Murray A. Goldberg	Vice President, Finance & Administration, Chief Financial Officer, and Treasurer (Principal Financial Officer)
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/s/ BEVERLY C. DUBS ----- Beverly C. Dubs	Controller and Assistant Treasurer (Chief Accounting Officer)
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* ----- P. Roy Vagelos, M.D.	Chairman of the Board
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* ----- Charles A. Baker	Director
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* ----- Michael S. Brown, M.D.	Director
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* ----- Alfred G. Gilman, M.D., Ph.D.	Director
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* ----- Joseph L. Goldstein, M.D.	Director
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* ----- Fred A. Middleton	Director
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* ----- Eric M. Shooter, Ph.D.	Director
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* ----- George L. Sing	Director
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*By /s/ PAUL LUBETKIN

Paul Lubetkin
(Attorney-in-Fact)