



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	6A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. The number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.											
2. Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN"). The shares were purchased pursuant to a plan intended to comply with Rule 10b5-1(c) under the Exchange Act, entered into with a broker on June 27, 2014.											
3. Purchase prices range from \$298.29 to \$299.28 per share, inclusive.											
4. Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 18,096,489 shares and 2,799,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuers Board of Directors.											
5. Purchase prices range from \$299.29 to \$300.28 per share, inclusive.											
6. Purchase prices range from \$300.32 to \$301.19 per share, inclusive.											
7. Purchase prices range from \$301.36 to \$302.00 per share, inclusive.											
8. Purchase prices range from \$302.59 to \$303.54 per share, inclusive.											
9. Purchase prices range from \$303.73 to \$304.68 per share, inclusive.											
10. Purchase prices range from \$304.75 to \$305.60 per share, inclusive.											
11. Purchase prices range from \$305.77 to \$306.76 per share, inclusive.											
12. Purchase prices range from \$306.77 to \$307.76 per share, inclusive.											
13. Purchase prices range from \$307.81 to \$308.80 per share, inclusive.											
14. Purchase prices range from \$308.81 to \$309.80 per share, inclusive.											
15. Purchase prices range from \$309.81 to \$310.80 per share, inclusive.											
16. Purchase prices range from \$310.81 to \$311.80 per share, inclusive.											
17. Purchase prices range from \$311.81 to \$312.11 per share, inclusive.											

**Remarks:**

/s/ John Felitti, Associate Vice  
 President, Corporate Law, 07/03/2014  
 Financial & Securities Law

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.