

【表紙】

【提出書類】 外国会社臨時報告書の訂正報告書

【提出先】 関東財務局長

【提出日】 平成28年6月14日

【会社名】 サノフィ
(Sanofi)

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【縦覧に供する場所】 該当事項なし

1 【提出理由】

平成28年5月26日に提出した外国会社臨時報告書について、下記記載の内容を訂正するため、金融商品取引法第24条の5第5項および第7条第1項に基づき本外国会社臨時報告書の訂正報告書を提出するものであります。

2 【訂正内容】

訂正箇所は下線で示しております。

Notes:

<Before Amendment>

1. In this document, unless otherwise noted, the following terms shall have the meanings set forth below:

the Company	Sanofi and its consolidated subsidiaries
Share	Ordinary Share, nominal value Euro 2.00
Paris Stock Exchange	Euronext

2. The term "Euro" in this document, unless otherwise noted, refers to the currency adopted by most countries of the EMU as of January 1, 1999. For the convenience of Japanese readers, conversion into Japanese Yen has been made, unless otherwise stated, at the exchange rate of Euro 1 = JPY 123.27 (the exchange reference rate of the European Central Bank as of May 16, 2016).
3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the sum of the figures.

<After Amendment>

1. In this document, unless otherwise noted, the following terms shall have the meanings set forth below:

the Company	Sanofi and its consolidated subsidiaries
Share	Ordinary Share, nominal value Euro 2.00
Paris Stock Exchange	Euronext

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3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the sum of the figures.

- (2) Number of Securities to be Issued:

<Before Amendment>

300,000 shares

Note: The number is an estimate of the maximum possible number of Shares that could be granted to eligible employees outside Japan under Action 2016. This number is equivalent to 0.02% of all issued and outstanding shares of the Company as of December 31, 2015. Eligible employees are those who have an employment contract and have been employed by Sanofi and the employees of its participating direct and indirect majority-owned subsidiaries worldwide, subject to a minimum employment condition of three months measured at the end of the subscription period (i.e. June 24, 2016):

<After Amendment>
6,228,539 shares

Note: The number is an estimate of the maximum possible number of Shares that could be granted to eligible employees outside Japan under Action 2016. This number is equivalent to 0.48% of all issued and outstanding shares of the Company as of December 31, 2015. Eligible employees are those who have an employment contract and have been employed by Sanofi and the employees of its participating direct and indirect majority-owned subsidiaries worldwide, subject to a minimum employment condition of three months measured at the end of the subscription period (i.e. June 24, 2016):

(3) Issue Price and Amount to be Credited into Stated Capital:

<Before Amendment>

Issue price: TBD

Amount to be Credited into Stated Capital: Euro 2 per share (approximately JPY 123.27)

Note: The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 7, 2016. For the convenience of Japanese readers, conversion into Japanese Yen has been made, at the exchange rate of Euro 1 = JPY 123.27 (the exchange reference rate of the European Central Bank as of May 16, 2016).

<After Amendment>

Issue price: Euro 57.25 per share (JPY 6,960.46)

Amount to be Credited into Stated Capital: Euro 2 per share (approximately JPY 243.16)

Note: The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 7, 2016. For the convenience of Japanese readers, conversion into Japanese Yen has been made, at the exchange rate of Euro 1 = JPY 121.58 (the exchange reference rate of the European Central Bank as of June 6, 2016).

(4) Aggregate Issue Price and Total Amount to be Credited into Stated Capital:

<Before Amendment>

Aggregate Issue Price: TBD

Total Amount to be Credited into Stated Capital: TBD

Note: The aggregate issue price will be calculated by multiplying, the offering price by 300,000 Shares (the estimated maximum number of the shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 7, 2016.

<After Amendment>

Aggregate Issue Price: Euro 356,583,857.75 (approximately JPY 43,353.47 million)

Total Amount to be Credited into Stated Capital: Euro 12,457,078 (approximately JPY 1,514.53 million)

Note: The aggregate issue price will be calculated by multiplying, the offering price amounting to Euro 57.25 by 6,228,539 Shares (the estimated maximum number of the shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 7, 2016.

(9) Total Amount and Use of Proceeds from New Issue of Shares:

<Before Amendment>

(i) Total Amount of Proceeds from New Issue of Shares

Total amount to be paid	<u>TBD</u>
Approximate amount of various issue costs	<u>TBD</u>
Approximate net amount of proceeds	<u>TBD</u>

(Note) The above “total amount to be paid” will be tentatively calculated by multiplying the issue price by 300,000 Shares (the estimated maximum number of the Shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on October 27, 2015.

<After Amendment>

(i) Total Amount of Proceeds from New Issue of Shares

Total amount to be paid	<u>Euro 356,583,857.75 (approximately JPY 43,353.47 million)</u>
Approximate amount of various issue costs	<u>Euro 1,800,000 (approximately JPY 218.84 million)</u>
Approximate net amount of proceeds	<u>Euro 354,783,857.75 (approximately JPY 43,134.62 million)</u>

(Note) The above “total amount to be paid” will be tentatively calculated by multiplying the issue price amounting to Euro 57.25 by 6,228,539 Shares (the estimated maximum number of the Shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the share. For these purposes, the “reference price” is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 7, 2016.

- (13) Capital Amount as of the Date of Filing:
<Before Amendment>
Euro 2,573,677,300 (approximately JPY 317,257,200,771)

<After Amendment>
Euro 2,573,677,300 (approximately JPY 312,907,686,134)

以上