

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 31, 2004

REGENERON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

New York

000-19034

133444607

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On December 31, 2004, the Company and Aventis Pharmaceuticals, Inc. entered into a First Amendment (the "First Amendment") to their Collaboration Agreement dated as of September 5, 2003 (the "Collaboration Agreement"). The First Amendment amended the requirements for the \$25 million milestone 1 payment referred to in Schedule 2 of the Collaboration Agreement. The Company has met these amended requirements and thus earned this \$25 million milestone in December 2004. No other changes were made to the terms of the Collaboration Agreement.

this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENERON PHARMACEUTICALS, INC.

Dated: January 6, 2005

By: /s/ Stuart Kolinski

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Stuart Kolinski  
Vice President and General Counsel