

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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
(State or Other Jurisdiction of
Incorporation or Organization)

13-3444607
(I.R.S. Employer
Identification No.)

777 Old Saw Mill River Road
Tarrytown, NY 10591-6707
(Address of Principal Executive Offices) (Zip Code)

Regeneron Pharmaceuticals, Inc.
2014 Long-Term Incentive Plan
(Full Title of the Plan)

Joseph J. LaRosa, Esq.
Senior Vice President, General Counsel and Secretary
Regeneron Pharmaceuticals, Inc.
777 Old Saw Mill River Road
Tarrytown, New York 10591-6707
(Name and Address of Agent for Service)

(914) 847-7000
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

David J. Goldschmidt, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer Accelerated filer
Non-Accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.001 per share	4,485,333	\$343.95	\$1,542,707,858.69	\$198,700.77

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers, in addition to the

number of shares stated above, an indeterminate number of additional shares of Common Stock, par value \$0.001 per share (“Common Stock”), of the Registrant which may become issuable under the Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan in connection with certain corporate transactions or events, including any recapitalization, reorganization, merger, consolidation, spin-off, stock dividend, stock split or any other similar transaction effected which results in an increase in the number of the outstanding shares of Common Stock.

- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales prices per share of Common Stock as reported on the Nasdaq Global Market on September 15, 2014.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is filed by Regeneron Pharmaceuticals, Inc. ("Regeneron," the "Company" or the "Registrant") to register an additional 4,485,333 shares (the "Shares") of Regeneron common stock, par value \$0.001 per share ("Common Stock"), issuable under the Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan. The Shares are being registered in addition to the 12,000,000 shares of Common Stock previously registered pursuant to the Company's Registration Statement on Form S-8 (Registration No. 333-196799) filed with the Securities and Exchange Commission (the "Commission") on June 16, 2014, as amended by Post-Effective Amendment No. 1 filed with the Commission on the date hereof (as so amended, the "Prior Registration Statement").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement is incorporated by reference herein and made part hereof, except as amended hereby.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Reference is made to the Exhibit Index below filed as part of this Registration Statement. Each such exhibit is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the 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 Town of Greenburgh, State of New York, on September 17, 2014.

REGENERON PHARMACEUTICALS, INC.

By: /s/ LEONARD S. SCHLEIFER
Leonard S. Schleifer, M.D., Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Leonard S. Schleifer, Robert E. Landry, Douglas S. McCorkle and Joseph J. LaRosa as his or her true and lawful attorney-in-fact and agent, each acting along with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and exhibits to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LEONARD S. SCHLEIFER</u> Leonard S. Schleifer, M.D., Ph.D.	<i>President, Chief Executive Officer, and Director (Principal Executive Officer)</i>	September 17, 2014
<u>/s/ ROBERT E. LANDRY</u> Robert E. Landry	<i>Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)</i>	September 17, 2014
<u>/s/ DOUGLAS S. McCORKLE</u> Douglas S. McCorkle	<i>Vice President, Controller, and Assistant Treasurer (Principal Accounting Officer)</i>	September 17, 2014
<u>/s/ GEORGE D. YANCOPOULOS</u> George D. Yancopoulos, M.D., Ph.D.	<i>Chief Scientific Officer, President, Regeneron Laboratories, and Director</i>	September 17, 2014
<u>/s/ P. ROY VAGELOS</u> P. Roy Vagelos, M.D.	<i>Chairman of the Board</i>	September 17, 2014
<u>/s/ CHARLES A. BAKER</u> Charles A. Baker	<i>Director</i>	September 17, 2014

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL S. BROWN</u> Michael S. Brown, M.D.	<i>Director</i>	September 17, 2014
<u>/s/ ALFRED G. GILMAN</u> Alfred G. Gilman, M.D., Ph.D.	<i>Director</i>	September 17, 2014
<u>/s/ JOSEPH L. GOLDSTEIN</u> Joseph L. Goldstein, M.D.	<i>Director</i>	September 17, 2014
<u>/s/ ROBERT A. INGRAM</u> Robert A. Ingram	<i>Director</i>	September 17, 2014
<u>/s/ CHRISTINE A. POON</u> Christine A. Poon	<i>Director</i>	September 17, 2014
<u>/s/ ARTHUR F. RYAN</u> Arthur F. Ryan	<i>Director</i>	September 17, 2014
<u>/s/ GEORGE L. SING</u> George L. Sing	<i>Director</i>	September 17, 2014
<u>/s/ MARC TESSIER-LAVIGNE</u> Marc Tessier-Lavigne, Ph.D.	<i>Director</i>	September 17, 2014

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Commission on February 27, 2008).
4.2	By-Laws of the Registrant (incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 13, 2007).
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (contained in Exhibit 5.1 to this Registration Statement).
24	Power of Attorney (included on the signature page of this Registration Statement).

[Skadden, Arps, Slate, Meagher & Flom LLP Letterhead]

September 17, 2014

Regeneron Pharmaceuticals, Inc.
777 Old Saw Mill River Road
Tarrytown, New York 10591-6707

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Regeneron Pharmaceuticals, Inc., a New York corporation (the "Company"), in connection with the Registration Statement on Form S-8 of the Company (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on the date hereof, relating to the registration of 4,485,333 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable pursuant to the Company's 2014 Long-Term Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement in the form filed with the Commission on the date hereof; (ii) the Plan; (iii) the Restated Certificate of Incorporation of the Company, as amended to date and currently in effect and as certified by the Secretary of State of the State of New York; (iv) the By-Laws of the Company, as amended to date and currently in effect and as certified by the Secretary of the Company; (v) a specimen certificate representing the Common Stock; (vi) certain resolutions adopted on April 4, 2014 and September 15, 2014 by the Board of Directors of the Company relating to the Plan, the filing of the Registration Statement and certain related matters; and (vii) the Final Report of the Inspector of Election for the Company's 2014 Annual Meeting of Shareholders, reflecting approval of the Plan (Proposal No. 4) by a majority of the votes cast in person or by proxy at such meeting. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

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 facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, 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 the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

In rendering the opinion set forth below, we have assumed that the certificates evidencing the Shares will be manually signed by one of the authorized officers of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar and will conform to the specimen certificate examined by us evidencing the Common Stock. We have also assumed that each award agreement setting forth the terms of each grant of options or other award under the Plan will be consistent with the Plan, duly authorized, and if applicable, validly executed and delivered by the parties thereto, and that the Shares will be issued in accordance with the terms of the Plan for consideration in an amount at least equal to the par value of such Shares.

Members of our firm are admitted to the bar in the State of New York, and we do not express any opinion with respect to the law of any jurisdiction other than the corporate laws of the State of New York, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based on and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued and paid for in full in accordance with the terms and conditions of the Plan and any applicable award agreement, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 13, 2014 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Regeneron Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ PricewaterhouseCoopers LLP
Florham Park, NJ
September 17, 2014