As filed with the Securities and Exchange Commission on November 19, 2026

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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	**13-3444607**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
777 Old Saw Mill River Road **Tarrytown, NY** (Address of Principal Executive Offices)	**10591-6707** (Zip Code)

Second Amended and Restated Regeneron Pharmaceuticals, Inc.
2014 Long-Term Incentive Plan
(Full title of the plan)

Joseph J. LaRosa, Esq.
Executive 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)

Copy to:
Marc S. Gerber, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Ave., NW
Washington, DC 20005
Telephone: (202) 371-7000
Facsimile: (202) 393-5760

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

Large accelerated filer	☒	Accelerated filer ☐
Non-accelerated filer	☐	Smaller reporting company ☐
		Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is filed by Regeneron Pharmaceuticals, Inc. (the "Company" or the "Registrant") to register an additional 12,000,000 shares (the "Shares") of the Company's common stock, par value $0.001 per share ("Common Stock"), issuable under the Second Amended and Restated 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 September 17, 2014 (as so amended, the "First Registration Statement"), the 4,485,333 shares of Common Stock previously registered pursuant to the Company's Registration Statement on Form S-8 (Registration No. 333-198794) filed with the Commission on September 17, 2014 (the "Second Registration Statement"), the 12,000,000 shares of Common Stock previously registered pursuant to the Company's Registration Statement on Form S-8 (Registration No. 333-218669) filed with the Commission on June 12, 2017 (the "Third Registration Statement"), and the 12,000,000 shares of Common Stock previously registered pursuant to the Company's Registration Statement on Form S-8 (Registration No. 333-239209) filed with the Commission on June 16, 2020 (the "Fourth Registration Statement" and, together with the First Registration Statement, the Second Registration Statement, and the Third Registration Statement, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, 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 Statements are incorporated by reference herein and made part hereof, except as amended hereby.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Exhibit Number	Description
4.1	Restated Certificate of Incorporation, as amended, of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025 filed with the Commission on August 1, 2025).
4.2	Amended and Restated By-Laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on December 21, 2016).
4.3	Amendment to the Amended and Restated By-Laws effective June 9, 2023 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on June 14, 2023).
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).
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Second Amended and Restated Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-239209) filed with the Commission on June 16, 2020).
107	Filing Fee Table.

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 November 19, 2026.

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, Christopher Fenimore, 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.

Signature	**Title**	**Date**
/s/ LEONARD S. SCHLEIFER Leonard S. Schleifer, M.D., Ph.D.	*Board co-Chair, President and Chief Executive Officer (Principal Executive Officer)*	November 19, 2026
/s/ CHRISTOPHER FENIMORE Christopher Fenimore	*Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)*	November 19, 2026
/s/ JASON PITOFSKY Jason Pitofsky	*Senior Vice President, Controller (Principal Accounting Officer)*	November 19, 2026
/s/ GEORGE D. YANCOPOULOS George D. Yancopoulos, M.D., Ph.D.	*Board co-Chair, President and Chief Scientific Officer*	November 19, 2026
/s/ BONNIE L. BASSLER Bonnie L. Bassler, Ph.D.	*Director*	November 19, 2026
/s/ MICHAEL S. BROWN Michael S. Brown, M.D.	*Director*	November 19, 2026

Signature	Title	Date
/s/ N. ANTHONY COLES N. Anthony Coles, M.D.	*Director*	November 19, 2026
/s/ JOSEPH L. GOLDSTEIN Joseph L. Goldstein, M.D.	*Director*	November 19, 2026
/s/ KATHRYN GUARINI Kathryn Guarini, Ph.D.	*Director*	November 19, 2026
/s/ CHRISTINE A. POON Christine A. Poon	*Director*	November 19, 2026
/s/ DAVID P. SCHENKEIN David P. Schenkein, M.D.	*Director*	November 19, 2026
/s/ GEORGE L. SING George L. Sing	*Director*	November 19, 2026
/s/ CRAIG B. THOMPSON Craig B. Thompson, M.D.	*Director*	November 19, 2026
/s/ HUDA Y. ZOGHBI Huda Y. Zoghbi, M.D.	*Director*	November 19, 2026

Exhibit 5.1

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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TOKYO
TORONTO

November 19, 2026

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 United States 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 (the "Securities Act"), on the date hereof, relating to the registration of 12,000,000 shares (the "Shares") of the Company's common stock, par value $0.001 per share (the "Common Stock"), issuable pursuant to the Second Amended and Restated Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan (the "Plan").

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

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the Registration Statement in the form to be filed with the Commission on the date hereof;

(b) the Plan;

(c) an executed copy of a certificate of Joseph J. LaRosa, Executive Vice President, General Counsel and Secretary of the Company, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Restated Certificate of Incorporation, as amended, as certified by the Secretary of State of the State of New York as of November 18, 2026, and certified pursuant to the Secretary's Certificate as being in effect on the date of the resolutions referred to below and as of the date hereof (the "Charter");

(e) a copy of the Company's Amended and Restated By-Laws, as in effect as of the date hereof, and certified pursuant to the Secretary's Certificate as being in effect on the date of the resolutions referred to below and as of the date hereof;

(f) a specimen certificate evidencing the Common Stock; and

(g) copies of certain resolutions of the Board of Directors of the Company relating to the approval of the Plan and certain related matters, certified pursuant to the Secretary's Certificate.

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 stated below, including the facts and conclusions set forth in the Charter and the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, 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 photocopied 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 relevant to the opinion stated 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, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinion stated herein, we have also assumed that (i) if issued in physical form, 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, (ii) if issued in book-entry form, an appropriate account statement evidencing the Shares credited to the recipient's account maintained with the Company's transfer agent has been issued by the Company's transfer agent, (iii) the issuance of the Shares has been properly recorded in the books and records of the Company, (iv) 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, (v) 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, (vi) the Company will continue to have sufficient authorized shares of Common Stock and (vii) the Company's authorized capital stock is as set forth in the Charter, and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of New York and have not made any other inquiries or investigations.

We do not express any opinion with respect to the laws of any jurisdiction other than the Business Corporation Law of the State of New York (the "NYBCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the NYBCL and, when the Shares are issued, delivered 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 letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion letter is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

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

MSG

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Regeneron Pharmaceuticals, Inc. of our report dated February 4, 2026 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, 2025.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey

November 19, 2026

Calculation of Filing Fee Tables

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REGENERON PHARMACEUTICALS, INC.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, par value $0.001 per share, issuable pursuant to the Second Amended and Restated 2014 Plan	Other	12,000,000	$ 951.97	$ 11,423,640,000.00	0.000087	$ 993,856.68
			Total Offering Amounts:			$ 11,423,640,000.00		$ 993,856.68
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 993,856.68

Offering Note

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Second Amended and Restated Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan (the "Second Amended and Restated 2014 Plan") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without receipt of consideration that increases outstanding Common Stock.

The "Amount Registered" represents an additional 12,000,000 shares of Common Stock reserved for issuance under the Second Amended and Restated 2014 Plan.

The "Proposed Maximum Offering Price Per Unit" and "Maximum Aggregate Offering Price" are estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on November 13, 2026.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
					Rule 457(p)						
Fee Offset											

Claims											
Fee Offset Sources											