

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 of incorporation) (I.R.S. employer identification no.)

777 Old Saw Mill River Road
Tarrytown, New York 10591
(Address of principal executive offices)

REGENERON PHARMACEUTICALS, INC.
1990 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

Paul Lubetkin, Esq., Vice President, General Counsel, and Secretary
Regeneron Pharmaceuticals, Inc.
777 Old Saw Mill River Road
Tarrytown, New York 10591
(914) 347-7000
(Name, address and telephone number, including area code,
of agent for service)

Copies to:

David J. Goldschmidt, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,500,000 shares	\$6.75	\$10,125,000	\$3,491

- (1) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices for a share of Common Stock on Nasdaq National Market on June 10, 1999, within five business days prior to filing.
- (2) Estimated solely for the purpose of calculating the registration fee.

Incorporation by Reference

Hereby incorporated by reference is Registrant's Registration Statement on Form S-8 (No. 33-50480) filed on August 5, 1992 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Securities Act").

Required Information Not in Prior Statement

Not Applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of Tarrytown, State of New York, on the 11th day of June, 1999.

REGENERON PHARMACEUTICALS, INC.

By /s/ Leonard S. Schleifer, M.D., Ph.D.

Leonard S. Schleifer, M.D., Ph.D.
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul Lubetkin his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of 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, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on June 11, 1999.

Signature

Title

/s/ P. Roy Vagelos, M.D.

Chairman of the Board of Directors

P. Roy Vagelos, M.D.

/s/ Leonard S. Schleifer, M.D., Ph.D.

President, Chief Executive Officer
(Principal Executive Officer), and
Director

Leonard S. Schleifer, M.D., Ph.D.

/s/ Murray A. Goldberg

Vice President, Finance &
Administration, Chief Financial
Officer, and Treasurer
(Principal Financial Officer)

Murray A. Goldberg

/s/ Douglas S. McCorkle ----- Douglas S. McCorkle	Controller and Assistant Treasurer (Chief Accounting Officer)
/s/ Charles A. Baker ----- Charles A. Baker	Director
/s/ Michael S. Brown, M.D. ----- Michael S. Brown, M.D.	Director
/s/ Alfred G. Gilman, M.D., Ph.D. ----- Alfred G. Gilman, M.D., Ph.D.	Director
/s/ Joseph L. Goldstein, M.D. ----- Joseph L. Goldstein, M.D.	Director
/s/ Fred A. Middleton ----- Fred A. Middleton	Director
/s/ Eric M. Shooter, M.D ----- Eric M. Shooter, M.D	Director
/s/ George L. Sing ----- George L. Sing	Director

LIST OF EXHIBITS

Designation -----	Description of Exhibit -----
4.1	Registrant's Articles of Incorporation (incorporated by reference to Registrant's Quarterly Report on Form 10-Q for its quarter ended June 30, 1991, filed with the Commission on August 13, 1991).
4.2	Registrant's By-Laws (incorporated by reference to Registrant's Annual Report on Form 10-K for its year ended December 31, 1994, filed with the Commission on March 31, 1995).
5	Opinion of Skadden, Arps, Slate, Meagher & Flom.
23.1	Consent of PricewaterhouseCoopers LLP (for the Registrant).
23.2	Consent of Ernst & Young LLP (for Amgen-Regeneron Partners).
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom (contained in Exhibit 5).
24	Power of Attorney (see signature page).

June 11, 1999

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

Gentlemen:

We have acted as special counsel to Regeneron Pharmaceuticals, Inc., a New York corporation (the "Company"), in connection with the proposed issuance by the Company of up to 1,500,000 shares (the "Shares") of Common Stock, par value \$.001 per share (the "Common Stock"), pursuant to the Regeneron Pharmaceuticals, Inc. Amended and Restated 1990 Long Term Incentive Plan (the "Stock Option Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Registration Statement on Form S-8, relating to the Shares, filed with the Securities and Exchange Commission (the "Commission") under the Securities Act on June 11, 1999 (together with all exhibits thereto, the "Registration Statement"), (ii) the Restated Certificate of Incorporation of the Company, as currently in effect, (iii) the By-Laws of the Company, as currently in effect, (iv) specimen certificates representing the Common Stock, (v) resolutions of the Board of Directors of the Company relating to the Stock Option Plan and the filing of the Registration Statement; (vi) the Stock Option Plan; and (vii) the form of option agreement between the Company and the employees, directors and other service providers receiving options (the "Option Agreement"). We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

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 certified or photostatic copies and the authenticity of the originals of such latter documents. In making our examination of documents executed or to be executed by parties other than the Company, we have assumed that such parties 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 execution and delivery by such parties of such documents and the validity and binding effect thereof. We have further assumed that each of the Option Agreements to be entered into between the Company and the employees, directors and other service providers receiving options under the Stock Option Plan will conform to the form of agreement examined by us. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Members of our firm are admitted to the Bar in the State of New York, and we do not express any opinion as to the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares to be issued upon exercise of any options duly granted pursuant to the terms of the Stock Option Plan have been duly and validly authorized and, when (i) the Shares have been issued, delivered and paid for upon exercise of such options in accordance with the terms of the Stock Option Plan and the Option Agreements and (ii) certificates representing the Shares in the form of the specimen certificates examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar, such Shares will be duly and validly issued, fully paid and nonassessable (except as provided in Section 630 of the New York Business Corporation Law).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving such

consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

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

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report, which is based in part on the report of other auditors, dated February 5, 1999 relating to the financial statements which appear in Regeneron Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1998.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

New York, New York
June 9, 1999

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Regeneron Pharmaceuticals, Inc. Amended and Restated 1990 Long Term Incentive Plan, of our report dated February 5, 1999, with respect to the financial statements of Amgen-Regeneron Partners included in Regeneron Pharmaceuticals, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

/s/ Ernst and Young LLP

Ernst and Young LLP

Los Angeles, California
June 10, 1999