

**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): **February 2, 2016 (January 28, 2016)**

REGENERON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

000-19034

(Commission
File Number)

13-3444607

(I.R.S. Employer
Identification No.)

777 Old Saw Mill River Road, Tarrytown, New York

(Address of principal executive offices)

10591-6707

(Zip Code)

Registrant's telephone number, including area code: **(914) 847-7000**

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 (see General Instructions A.2. below):

- 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 28, 2016, the Board of Directors (the "Board") of Regeneron Pharmaceuticals, Inc. ("Regeneron" or the "Company"), based upon the recommendation of the Corporate Governance and Compliance Committee of the Board, approved an amendment to Regeneron's By-Laws providing for majority voting in uncontested director elections (the "Amendment"). As amended by the Amendment, the By-Laws provide that a director nominee shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election, provided that directors shall be elected by a plurality of the votes cast at any meeting of shareholders for which a shareholder has validly nominated a person for election to the Board in compliance with the advance notice requirements for director nominees proposed by shareholders set forth in the By-Laws.

The foregoing summary of the Amendment is qualified in its entirety by the full text of the Amendment, which is attached as Exhibit 3.2 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.2 Amendment to the By-Laws effective January 28, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

/s/ Joseph J. LaRosa

Joseph J. LaRosa

Senior Vice President, General Counsel and Secretary

Date: February 2, 2016

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EXHIBIT INDEX

Number	Description
3.2	Amendment to the By-Laws effective January 28, 2016.

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**AMENDMENT TO THE BY-LAWS
OF REGENERON PHARMACEUTICALS, INC.**

This Amendment (this "Amendment") to the By-Laws of Regeneron Pharmaceuticals, Inc., as amended through November 9, 2007 and currently in effect (the "By-Laws"), hereby amends the By-Laws as follows:

1. The first paragraph of Section 7 of Article I of the By-Laws is hereby amended and restated in its entirety as follows:

Section 7. Voting. At each meeting of shareholders, except as otherwise provided by statute, every holder of record of stock entitled to vote shall be entitled to cast the number of votes to which shares of such class or series are entitled as set forth in the Certificate of Incorporation or any Certificate of Designation with respect to any preferred stock, in person or by proxy for each share of such stock standing in his name on the records of the Corporation. Other than with respect to the election of directors and except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, all action shall be determined by a majority of the votes cast at such meeting. Except as provided in Section 1 of Article II of these By-Laws in connection with filling vacancies in the Board of Directors, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of shareholders for which (i) the Secretary of the Corporation receives a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for director nominees proposed by shareholders set forth in Section 2 of Article II of these By-Laws and (ii) such nomination has not been withdrawn by such shareholder on or prior to the seventh (7th) day preceding the date the Corporation is scheduled to mail or otherwise disseminate its notice of meeting for such meeting to the shareholders. Each proxy to vote shall be in writing and signed by the shareholder or by his duly authorized attorney.

2. This Amendment is effective as of January 28, 2016.
3. As amended by this Amendment, the By-Laws shall remain in full force and effect.

REGENERON PHARMACEUTICALS, INC.

By: /s/ Joseph J. LaRosa

Name: Joseph J. LaRosa

Title: Senior Vice President, General Counsel and Secretary
