

**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): **June 14, 2017 (June 9, 2017)**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As described in Item 5.07 below, at the 2017 Annual Meeting of Shareholders of Regeneron Pharmaceuticals, Inc. ("Regeneron" or the "Company") held on June 9, 2017 (the "Annual Meeting"), the Company's shareholders approved the Amended and Restated Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan (the "Plan"). The Plan was previously adopted by Regeneron's Board of Directors (the "Board") on April 6, 2017 based upon the recommendation of the Compensation Committee of the Board.

A description of the material terms of the Plan is set forth on pages 84 — 91 of the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 25, 2017 (the "Proxy Statement") and is incorporated herein by reference. The description of the Plan is qualified in its entirety by reference to the full text of the Plan, a copy of which was filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 12, 2017 and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Company's shareholders voted on the matters set forth below.

**Proposal 1 — Election of Directors**

The following nominees for Class II directors were elected to serve until the 2020 Annual Meeting of Shareholders and until their successors are duly elected and qualified based upon the following votes:

Nominee	For	Against	Abstain	Broker Non-Votes
N. Anthony Coles, M.D.	111,246,776	279,703	48,186	5,947,203
Joseph L. Goldstein, M.D.	94,353,657	17,192,504	28,504	5,947,203
Christine A. Poon	93,725,257	17,822,427	26,981	5,947,203
P. Roy Vagelos, M.D.	110,937,330	611,032	26,303	5,947,203
Huda Y. Zoghbi, M.D.	109,001,871	2,541,238	31,556	5,947,203

The following nominee for a Class I director was elected to serve until the 2019 Annual Meeting of Shareholders and until her successor is duly elected and qualified based upon the following votes:

Nominee	For	Against	Abstain	Broker Non-Votes
Bonnie L. Bassler, Ph.D.	111,054,324	489,531	30,810	5,947,203

#### Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 was approved based upon the following votes:

For:	116,891,573
Against:	594,036
Abstain:	36,259

#### Proposal 3 — Approval of Amended and Restated Regeneron Pharmaceuticals, Inc. 2014 Long-Term Incentive Plan

The proposal to approve the Plan was approved based upon the following votes:

2

For:	73,855,623
Against:	37,638,433
Abstain:	80,609
Broker Non-Votes:	5,947,203

#### Proposal 4 — Advisory Vote on Executive Compensation

The resolution to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement was approved based upon the following votes:

For:	74,832,189
Against:	36,645,623
Abstain:	96,853
Broker Non-Votes:	5,947,203

#### Proposal 5 — Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

Three years was selected by a majority of the votes cast on the advisory proposal on the frequency of future advisory votes on executive compensation based upon the following votes:

One Year:	49,789,134
Two Years:	177,085
Three Years:	61,569,725
Abstain:	38,721

3

#### 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.

**REGENERON PHARMACEUTICALS, INC.**

/s/ Joseph J. LaRosa  
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 Joseph J. LaRosa  
 Senior Vice President, General Counsel and Secretary

Date: June 14, 2017

4

