

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 (I.R.S. Employer
 of Incorporation or Organization) Identification No.)

777 OLD SAW MILL RIVER ROAD
 TARRYTOWN, NEW YORK 10591-6707
 (914) 347-7000
 (Address, Including Zip Code, and Telephone Number, Including Area Code,
 of Principal Executive Offices)

2000 LONG-TERM INCENTIVE PLAN
 (Full Title of the Plans)

STUART KOLINSKI, ESQ.
 VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
 777 OLD SAW MILL RIVER ROAD
 TARRYTOWN, NEW YORK 10591-6707
 (914) 347-7000
 (Name, Address and Telephone Number of Agent for Service)

Copies to:

DAVID GOLDSCHMIDT, ESQ.
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 FOUR TIMES SQUARE
 NEW YORK, NEW YORK 10036-6522
 (212) 735-3000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3) (4)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (4)	AMOUNT OF REGISTRATION FEE (3)
Common Stock, par value \$0.001 per share	5,316,184 shares	\$14.30	\$76,021,431	\$6,994

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, (the "Securities Act") this Registration Statement shall also cover, in addition to the number of shares stated above, an indeterminate number of additional shares of Common Stock which may become issuable under the Registrant's 2000 Long-Term Incentive Plan (the "2000 Plan") by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) 316,184 shares of the 5,316,184 shares of Common Stock subject to this Registration Statement were transferred to the 2000 Plan from the Registrant's 1990 Long-Term Incentive Plan, as amended and restated (the "1990 Plan"). Such shares were previously registered under the Securities Act pursuant to registration statements on Forms S-8 filed with Securities and Exchange Commission ("SEC") having the following File Numbers and filing dates: 333-50480 (August 5, 1992), 333-85330 (October 19, 1994), 333-97176 (September 20, 1995), 333-33891 (August 19, 1997) and 333-80663 (June 15, 1999) (collectively, the "Prior Registration Statements"). These shares are being carried forward to this Registration Statement pursuant to General Instruction E of Form S-8 and are issuable pursuant to the 2000 Plan.
- (3) The fee is based solely on the 5,000,000 shares of Common Stock newly available for issuance under the 2000 Plan and is 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 for a share of Common Stock as reported on the NASDAQ National Market on July 29, 2002. The applicable filing fee for the remaining 316,184 shares was paid in connection with the Prior Registration Statements.
- (4) Estimated solely for the purpose of calculating the registration fee.

The Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

This registration statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act ("Instruction E"), and includes the registration statement facing page, this page, the signature page, an exhibit index and relevant opinions and consents. Pursuant to Instruction E: (i) the contents of the Registrant's registration statement on Form S-8 (File No. 333-61132) filed with the SEC on May 17, 2001 are incorporated by reference into this Registration Statement and (ii) 316,184 shares of Common Stock previously registered on the Prior Registration Statements are carried forward into this Registration Statement.

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 VILLAGE OF TARRYTOWN, STATE OF NEW YORK, ON THE 30TH DAY OF JULY, 2002.

REGENERON PHARMACEUTICALS, INC.

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

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

Each person whose signature appears below hereby constitutes and appoints Leonard S. Schleifer and Stuart A. Kolinski, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and additions 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his 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.

NAME ----	TITLE -----	DATE ----
/s/ P. Roy Vagelos, M.D. ----- P. Roy Vagelos, M.D.	Chairman of the Board of Directors	July 30, 2002
/s/ Leonard S. Schleifer, M.D., Ph.D. ----- Leonard S. Schleifer, M.D., Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	July 30, 2002
/s/ Murray A. Goldberg ----- Murray A. Goldberg	Senior Vice President, Finance & Administration, Chief Financial Officer, Treasurer and Assistant Secretary (Principal Financial Officer)	July 30, 2002
/s/ Douglas S. McCorkle ----- Douglas S. McCorkle	Controller and Assistant Treasurer (Chief Accounting Officer)	July 30, 2002

/s/ Charles A. Baker ----- Charles A. Baker	Director	July 30, 2002
/s/ Michael S. Brown, M.D. ----- Michael S. Brown, M.D.	Director	July 30, 2002
/s/ Alfred G. Gilman, M.D., Ph.D. ----- Alfred G. Gilman, M.D., Ph.D.	Director	July 30, 2002
/s/ Joseph L. Goldstein, M.D. ----- Joseph L. Goldstein, M.D.	Director	July 30, 2002
/s/ George D. Yancopoulos, M.D., Ph.D. ----- George D. Yancopoulos, M.D., Ph.D.	Director	July 30, 2002
/s/ Eric M. Shooter, Ph.D. ----- Eric M. Shooter, Ph.D.	Director	July 30, 2002
/s/ George Sing ----- George Sing	Director	July 30, 2002

EXHIBIT INDEX

EXHIBIT
NUMBER

- 4.1 (1) Amended Restated Certificate of Incorporation, as of December 17, 2001.
- 4.2 (2) By-Laws of the Company, currently in effect (amended as of January 22, 1995).
- 4.3 (3) Specimen common stock certificate.
- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Ernst & Young LLP, Independent Auditors.
- 23.3 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).

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- (1) Incorporated by reference to the Company's Form 10-K for the year ended December 31, 2001, filed with the Commission on March 22, 2002.
- (2) Incorporated by reference to the Company's Form 10-K for the fiscal year ended December 31 1999, filed with the Commission on March 6, 2000.
- (3) Incorporated by reference to Exhibit (a) to the Company's Form 8-A, filed with the Commission on February 20, 1991.

July 30, 2002

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

Re: Regeneron Pharmaceuticals, Inc. 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 of 5,316,184 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable pursuant to the Company's 2000 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 Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement"); (ii) a specimen evidencing the Common Stock; (iii) the Restated Certificate of Incorporation of the Company, as presently in effect; (iv) the Bylaws of the Company, as presently in effect; (v) the Plan; and (vi) certain resolutions of the Board of Directors of the Company relating to the Plan and the filing of the Registration Statement. 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, conformed 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 or will have 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. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others. In rendering the opinion set forth below, we have assumed that the certificates representing 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 thereof examined by us.

We have also assumed that each award agreement setting forth the terms of each grant of options or other awards under the Plan will be in accordance with the Plan and will be duly authorized and validly executed and delivered by the parties thereto, that the grants of options or other awards and the exercise prices of such options and prices of such other awards will have been approved by the Compensation Committee of the Board and that the consideration received by the Company for any Shares delivered upon exercise of options or grant of other awards pursuant to the Plan will be: (i) as determined by the Compensation Committee in connection with the grant of the options and other awards and (ii) 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 other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance by the Company and, when issued and delivered upon payment in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

In connection with rendering the opinion set forth above, we draw your attention to Section 630 of the New York Business Corporation Law (the "NYBCL"), which may impose certain liabilities on certain shareholders of New York corporations that have no shares listed on a national securities exchange or regularly quoted in an over-the-counter market. Section 630 of the NYBCL does not presently apply to the Company, and we have assumed that such section will continue to be inapplicable to the Company.

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 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 4, 2002 relating to the financial statements of Regeneron Pharmaceuticals, Inc. (the "Company"), which appear in the Company's Annual Report on Form 10-K for the year ended December 31, 2001.

PRICEWATERHOUSECOOPERS LLP

New York, New York
July 30, 2002

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, of our report dated February 4, 2002 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, 2001, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Los Angeles, California
July 30, 2002