FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNEDSHID
SIAIEMENI	OF CHANGES	IIN DEINEFICIAL	OWNERSHIP

OMB APPROVAL

5. Relationship of Reporting Person(s) to Issuer

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

Name and Address of Reporting Person* Sanofi				ERON F		Trading Symbol RMACEU		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify						
(Last) 54, RUE	(Fi LA BOETI	, ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2014							Officer (give title below)	below		
(Street) PARIS	10	7	75008	4. If Amendm	4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(St	ate) (Zip)					reisuii						
			e I - Non-Deriv			quire						l	I	
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat if any (Month/Day/Ye	Code	action (Instr.		(A) or	(A) or Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	Stock		07/11/2014		P	<u> </u>	4,157(1)(2)	(D) A	\$311.39	23(1)(3)	(Instr. 3 and 4) 21,779,898	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		7,343 ⁽¹⁾⁽²⁾	A	\$312.43	19(1)(5)	21,787,241	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		42,201(1)(2)	A	\$313.59	03(1)(6)	21,829,442	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		28,662(1)(2)	A	\$314.18	81(1)(7)	21,858,104	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		2,245(1)(2)	A	\$314.99	19(1)(8)	21,860,349	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		36,889(1)(2)	A	\$317.33	01(1)(9)	21,897,238	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		23,378(1)(2)	A	\$318.143	L4 ⁽¹⁾⁽¹⁰⁾	21,920,616	I	See note ⁽⁴⁾	
Common	Stock		07/11/2014		P		5,125(1)(2)	A	\$318.722	21(1)(11)	21,925,741	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		4,380(1)(2)	A	\$314.515	52 ⁽¹⁾⁽¹²⁾	21,930,121	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		11,115(1)(2)	A	\$315.654	19 ⁽¹⁾⁽¹³⁾	21,941,236	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		9,715(1)(2)	A	\$316.395	52 ⁽¹⁾⁽¹⁴⁾	21,950,951	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		26,668(1)(2)	A	\$317.729) 7 ⁽¹⁾⁽¹⁵⁾	21,977,619	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		59,810(1)(2)	A	\$318.604	18 ⁽¹⁾⁽¹⁶⁾	22,037,429	I	See note ⁽⁴⁾	
Common	Stock		07/14/2014		P		38,312(1)(2)	A	\$319.429)1 ⁽¹⁾⁽¹⁷⁾	22,075,741	I	See note ⁽⁴⁾	
		Та	ble II - Derivat (e.g., pi	ive Securition							ned			
Derivative Conversion Date Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any	ed 4. 5 Date, Transaction Code (Instr. I		6. Dat	e Exercisable ar ation Date h/Day/Year)	nd 7. An Se Un De Se	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		9. Number of derivative securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

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		Ta	ble II - I	Deriva	ive S	ecuri	ties	Acqı	ired, Dis	posed of,	or Be	hệữiờiૠii	y Owned			
			(e.g., p	uts, c	alls,	warr	ants,	options,	convertib		uicities)				
1. Title of	2. Conversion	3. Transaction	3A. Deem		Code Transa		6A)Nu	m (150e) r	Expertise Elak	Expiration rcistadule and		aSolodares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature
	of Elespisas	e(\$Month/Day/Year)	if any		Code (Instr.	Deriv		(Month/Day	/Year)	Securi		Security	Securities	Form:	Beneficial
(Instr. 3) 1. The numbe	Price of r of securities r	eported represents a	" (Month/Da n aggregate	ay/Year) " Humber o	f shares	purchas	Secul	rities numble	market trans	actions over a r	" Underl ange of t Deriva	l ying purchase pric	(Instr. 5) es. The price	Beneficially reported represent Owned :	Direct (D)	Ownership
price per shar	esecurity established	ig Person undertakes	to provide	the staff o	f the SE	C, the Is	ACQU TAT of	r a sto	ckholder of th	e Issuer, upon	recujest r Securi	he jumbes o	f shares purch	ased by the Repo	or indirect ting Personal (i) (instr. 4)	(Insti?4) each
separate price	within the rang	ge.	_	_			Dispo		_		and 4)			Reported		
		d directly by sanofi-a June 27, 2014.	eventis Ame	rique du l	Nord ("S	SAAN").	(Instr	. 3, 4	vere purchased	pursuant to a	plan inter	nded to comp	oly with Rule	1Transaction(\$) (Instr. 4)	nder the Excha	nge Act,
3. Purchase p	rices range fron	n \$310.81 to \$311.77	per share,	inclusive.			and 5)	•		•					
4. Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 19,276,189 shares and 2,799,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuer's Board of Directors.																
					dance v	vith the i	ecomn	nendati •	on of the Issu	er's Board of L	rectors.	* Amount				
Purchase pr	rices range fron	n \$311.88 to \$312.81	l per share,	inclusive.								. or				
6. Purchase p	rices range fron	n \$312.90 to \$313.89	per share,	inclusive.						•		Number				
7. Purchase pr	rices range fron	n \$313.90 to \$314.88	B per share,	inclusive.	Codo		(4)	· (D)	Date Exercisable	* Expiration		of Shares				
		n \$314.95 to \$315.00				. v .	(A)	. (D)	_ Exercisable	. Date	. ritte	, Snates ,				1

- 9. Purchase prices range from \$316.56 to \$317.55 per share, inclusive.
- 10. Purchase prices range from \$317.56 to \$318.54 per share, inclusive.
- 11. Purchase prices range from \$318.62 to \$318.79 per share, inclusive.
- 12. Purchase prices range from \$314.07 to \$315.04 per share, inclusive.
- 13. Purchase prices range from \$315.07 to \$316.04 per share, inclusive.
- 14. Purchase prices range from \$316.07 to \$317.06 per share, inclusive.
- 15. Purchase prices range from \$317.07 to \$318.06 per share, inclusive.
- 16. Purchase prices range from \$318.07 to \$319.06 per share, inclusive.
- 17. Purchase prices range from \$319.07 to \$320.00 per share, inclusive.

Remarks:

/s/ John Felitti, Associate Vice

President, Corporate Law,

07/15/2014

<u>Financial & Securities Law</u>
** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.