

Sanofi  
Form FWP  
April 03, 2013

*Filed pursuant to Rule 433*

*Registration Statement No. 333-187156*

*April 3, 2013*

## **Sanofi**

### **Final Term Sheet**

#### **US\$1,500,000,000 1.250% Notes Due 2018**

Issuer	Sanofi
Format	SEC-registered global notes
Title	1.250% Notes due 2018
Total initial principal amount	US\$1,500,000,000
Issue price	99.561%
Pricing date	April 3, 2013
Expected settlement date	April 10, 2013, which will be the fifth business day following the initial date of trading of the notes (such settlement cycle being referred to as T+5 ). Under applicable rules and regulations, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.
Maturity date	April 10, 2018, unless earlier redeemed
Day count	30/360
Day count convention	Following unadjusted

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Optional redemption	Make-whole call at Treasury Rate plus 10 bps
Tax redemption	Applicable
Ranking	Unsecured and unsubordinated
Interest rate	1.250% per annum
Benchmark Treasury	0.750% UST due March 31, 2018

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Benchmark Treasury price	100-4+
Benchmark Treasury yield	0.721%
Spread to Benchmark Treasury	62 bps
Yield to maturity	1.341%
Date interest starts accruing	April 10, 2013
Interest payment dates	Each April 10 and October 10
First interest payment date	October 10, 2013
Regular record dates for Interest	Each March 25 and September 25
Trustee	Deutsche Bank Trust Company Americas
Listing	None
Denominations	US\$2,000 and increments of US\$1,000 above that amount
Expected ratings of the Notes	Moody's A1/Stable Standard & Poor's AA-/Stable  Note: A security rating is not a recommendation to buy, sell or hold securities. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.
CUSIP / ISIN	801060 AB0 / US801060AB05
Joint Book-Running Managers	Barclays Capital Inc. Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated
Co-Managers	Citigroup Global Markets Inc. Credit Agricole Securities (USA) Inc. HSBC Securities (USA) Inc.

***The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Barclays Capital Inc., toll-free at 1-888-603-5847; Deutsche Bank Securities Inc., toll-free at 1-800-503-4611; J.P. Morgan Securities LLC, collect at 1-212-834-4533; or Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322.***

