

SANOFI-AVENTIS
 Form 424B5
 March 24, 2011
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Calculation of Registration Fee

Title of each class of securities offered	Maximum Aggregate Offering Price	Amount of Registration Fee ⁽¹⁾
\$1,000,000,000 Floating Rate Notes due 2012	\$ 1,000,000,000	116,100
\$1,000,000,000 Floating Rate Notes due 2013	\$ 1,000,000,000	116,100
\$750,000,000 Floating Rate Notes due 2014	\$ 750,000,000	87,075
\$750,000,000 1.625% Notes due 2014	\$ 750,000,000	87,075
\$1,500,000,000 2.625% Notes due 2016	\$ 1,500,000,000	174,150
\$2,000,000,000 4.000% Notes due 2021	\$ 2,000,000,000	232,200
Total	\$ 7,000,000,000	812,700

⁽¹⁾ The filing fee of \$812,700 is calculated in accordance with Rule 457(r) under the Securities Act of 1933.

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PROSPECTUS SUPPLEMENT

Filed pursuant to Rule 424(b)(5)

(To Prospectus dated March 15, 2010)

Registration Statement No. 333-165472

\$1,000,000,000 Floating Rate Notes due 2012

\$1,000,000,000 Floating Rate Notes due 2013

\$750,000,000 Floating Rate Notes due 2014

\$750,000,000 1.625% Notes due 2014

\$1,500,000,000 2.625% Notes due 2016

\$2,000,000,000 4.000% Notes due 2021

The notes offered by this prospectus supplement comprise (i) the \$1,000,000,000 floating rate notes due 2012 (the 2012 floating rate notes), (ii) the \$1,000,000,000 floating rate notes due 2013 (the 2013 floating rate notes), (iii) the \$750,000,000 floating rate notes due 2014 (the 2014 floating rate notes) and, together with the 2012 floating rate notes and the 2013 floating rate notes, the floating rate notes), (iv) the \$750,000,000 1.625% notes due 2014 (the 2014 fixed rate notes), (v) the \$1,500,000,000 2.625% notes due 2016 (the 2016 fixed rate notes) and (vi) the \$2,000,000,000 4.000% notes due 2021 (the 2021 fixed rate notes) and, together with the 2014 fixed rate notes and the 2016 fixed rate notes, the fixed rate notes). We refer to the floating rate notes and the fixed rate notes collectively as the notes .

We will pay interest on the 2014 fixed rate notes on March 28 and September 28 of each year, beginning on September 28, 2011, and we will pay interest on the 2016 fixed rate notes and on the 2021 fixed rate notes on March 29 and September 29 of each year, beginning on September 29, 2011. The floating rate notes will bear interest at an interest rate for each interest period equal to three-month US Dollar LIBOR (as described herein), reset quarterly, plus a margin. The margin applicable to the 2012 floating rate notes, the 2013 floating rate notes and the 2014 floating rate notes will be 0.05%, 0.20% and 0.31%, respectively. We will pay interest on the floating rate notes on March 28, June 28, September 28 and December 28 of each year, beginning on June 28, 2011, subject to adjustment as specified herein. Interest on the notes will accrue from March 29, 2011.

The 2012 floating rate notes, the 2013 floating rate notes and the 2014 floating rate notes will mature at par on March 28, 2012, March 28, 2013 and March 28, 2014, respectively.

The 2014 fixed rate notes, the 2016 fixed rate notes and the 2021 fixed rate notes will mature at par on March 28, 2014, March 29, 2016 and March 29, 2021, respectively.

At our option, we may redeem the fixed rate notes at any time, in whole or in part, at a redemption price equal to their principal amount plus a make-whole premium. We may also redeem all of the notes at any time at a price equal to 100% of their principal amount in the event of certain tax law changes requiring the payment of additional amounts as described herein. We will redeem the fixed rate notes and the 2014 floating rate notes in whole at a price equal to 101% of their aggregate principal amount on (i) October 31, 2011 (if our pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between us and Genzyme Corporation on or before September 30, 2011) or (ii) 30 days after the merger agreement between us and Genzyme Corporation is terminated (if, prior to the exchange offer being consummated, the merger agreement is terminated at any time). In each case, we will pay accrued and unpaid interest, if any, and any other amounts payable to, but excluding, the date of redemption. The notes will not be subject to any sinking fund requirements. The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000. See Description of the Notes.

The notes will be our unsecured and unsubordinated obligations, and therefore will rank equally with each other and with all of our existing and future unsecured and unsubordinated debt obligations.

We do not intend to list the notes on any securities exchange or automated quotation system.

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Investing in the notes involves risks. Prior to making a decision about investing in the notes, you should carefully consider the specific factors that are described in the **Risk Factors** section beginning on page S-13 of this prospectus supplement and page 5 of the attached prospectus.

	Price to Public⁽¹⁾	Underwriting Discounts	Proceeds, Before Expenses, to sanofi-aventis⁽¹⁾
Per 2012 Floating Rate Note	100.000 %	0.100 %	99.900 %
Per 2013 Floating Rate Note	100.000 %	0.175 %	99.825 %
Per 2014 Floating Rate Note	100.000 % 		