

Edgar Filing: REGENERON PHARMACEUTICALS INC - Form SC 13G

REGENERON PHARMACEUTICALS INC
Form SC 13G
February 04, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. _____)/1/

Regeneron Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

0075886F1

(CUSIP Number)

February 4, 2002

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

CUSIP No. 0075886F1

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Page 1 of 4 Pages

1. NAME OF REPORTING PERSON

Amgen Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

a)

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b)

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES ----- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -----	5. SOLE VOTING POWER 4,181,309 ----- 6. SHARED VOTING POWER 0 ----- 7. SOLE DISPOSITIVE POWER 4,181,309 ----- 8. SHARED DISPOSITIVE POWER 0 -----
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 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,181,309

 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 10.2% (See Item 4 below)

 12. TYPE OF REPORTING PERSON
 CO

The following information amends and supplements the Schedule 13D filed by Amgen Inc. on July 26, 1995, as amended by Amendment No. 1 filed on September 25, 1995, Amendment No. 2 filed on December 6, 1995, Amendment No. 3 filed on March 5, 1996, Amendment No. 4 filed on April 18, 1996, Amendment No. 5 filed on March 7, 2000, Amendment No. 6 filed on April 5, 2000, Amendment No. 7 filed on March 13, 2001 and Amendment No. 8 filed on March 22, 2001.

Item 1(a) Name of Issuer:

Regeneron Pharmaceuticals, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

777 Old Saw Mill River Road
 Tarrytown, New York 10591-6707

Item 2(a) Name of Persons Filing:

Amgen Inc.

Item 2(b) Address of Principal Business Office:

One Amgen Center Drive
 Thousand Oaks, California 91320-1799

Item 2(c) Citizenship:

Delaware

Item 2(d) Title of Class of Securities:

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Common Stock, par value \$0.001 per share (the "Common Stock")

Item 2(e) CUSIP Number:

0075886F1

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

4,181,309

(b) Percent of class:

Amgen Inc. may be deemed the beneficial owner of approximately 10.2% of the outstanding shares of the Common Stock. The calculation of the foregoing

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percentage is based on the number of shares of the Common Stock shown as being outstanding on the Form 10-Q Quarterly Report filed by Regeneron Pharmaceuticals, Inc. with the Securities and Exchange Commission for the quarter ended September 30, 2001.

(c) Number of shares to which such person has:

(i) Sole power to vote or to direct the vote: 4,181,309

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
4,181,309

(iv) Shared power to dispose or to direct the disposition
of: 0

Item 5. Not applicable.

Item 6. Not applicable.

Item 7. Not applicable.

Item 8. Not applicable.

Item 9. Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2002

AMGEN INC.

By: /s/ Steven M. Odre

Name: Steven M. Odre
Title: Senior Vice President,
General Counsel and Secretary