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GENZYME CORP
Form 425
February 16, 2011

Filed by sanofi-aventis

Pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Company: Genzyme Corporation

Exchange Act Commission File No: 0-14680

The following is a presentation delivered at a town hall meeting held by Genzyme Corporation (Genzyme) for Genzyme employees on February 16, 2011, in connection with the Agreement and Plan of Merger, dated as of February 16, 2011, among sanofi-aventis, GC Merger Corp. and Genzyme.

Sanofi-aventis
Town hall meeting
February 16
th
, 2011

Forward-Looking Statements

Important Information about this Transaction

This communication is neither an offer to purchase nor a solicitation of any offer to sell any securities. In connection with the transaction, sanofi-aventis will file an amended tender offer statement and a registration statement on Form F-4 to register certain related documents and Genzyme will file a Solicitation/Recommendation Statement with respect to the exchange offer. Securities and Exchange Commission (the "SEC"). Genzyme shareholders are urged to read the registration statement and exchange offer documents when they become available because they will contain important information that shareholders should consider before making a decision regarding tendering their shares. These documents will be mailed to all Genzyme shareholders of record. These documents may be amended from time to time, contain important information about the proposed transaction and Genzyme shareholders are urged to read these documents carefully.

them carefully and in their entirety before any decision is made with respect to the proposed transaction. When available, documents to the transaction may be obtained at no charge at the website maintained by the SEC at www.sec.gov and may also be obtained by directing a request by mail to MacKenzie Partners, Inc., 105 Madison Avenue, New York, New York 10016, or by calling toll-free 1-800-288-2885. Free copies of the Solicitation/Recommendation Statement will be made available by Genzyme; investors and security holders may obtain free copies of these documents from Genzyme by directing a request to Genzyme at 500 Kendall Street, Cambridge, MA 02142, the Shareholder Relations Department, or by calling 617-252-7500 and asking for the Shareholder Relations Department. This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be an offer in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of the U.S. Securities Act of 1933, as amended, or an exemption therefrom.

Forward-Looking Statements

Any statements made in this communication that are not statements of historical fact, including statements about sanofi-aventis' expectations and statements about the acquisition of Genzyme, are forward-looking statements and should be evaluated as such. Forward-looking statements include statements that may relate to sanofi-aventis' plans, objectives, strategies, goals, future events, future performance, and other information that is not historical information. Factors that may materially affect such forward-looking statements include the risk that the acquisition of Genzyme may not be consummated for reasons including that the conditions precedent to the acquisition may not be satisfied; the possibility that the expected benefits from the proposed transaction will not be realized, or will be realized within the anticipated time period; the risk that sanofi-aventis' and Genzyme's businesses will not be integrated successfully; the risk of disruption from the acquisition making it more difficult to maintain business and operational relationships; any actions taken by either company, including but not limited to, restructuring or strategic initiatives (including capital investments or asset acquisitions). Sanofi-aventis does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information contained herein, except as otherwise required by law.

Worldwide presence

(1) US + Canada + Porto Rico

(2) Western Europe + Eastern Europe + Turkey

(3) Australia + New Zealand

All results based on Press Release Feb 9th 2011

North America

15 106

employees

9, 484M

(1)

Europe

54 815

employees

11,609M

(2)

Japan

3 153 employees

2,225M

Africa/Middle East

4 529 employees

Africa:

846M

Middle East:

789M

Latin America

8 891 employees

2,735M

Asia-Pacific

15 081 employees

Asia:

1,983M

Pacific

(3)

:

713M

30,384
Sanofi-aventis -
A world leader

30,384 m
2010 NET SALES-GROSS OF 3,7%
COMPARED WITH 2009
ON A REPORTED BASIS
100,000

More than
100,000
EMPLOYEES WORLDWIDE
1
ONE
OF THE LARGEST
PHARMACEUTICAL
GROUPS IN THE WORLD

Achieving our ambition through core growth platforms

Growth platforms

Diabetes

Vaccines

Emerging Markets

Consumer Health Care

Innovative Products

Animal Health

-

A global sustainable healthcare partner focused on patients
needs

-

Recognised
for our ability to transform scientific innovation into
hope and solutions for patients

Diabetes
Oncology
Cardiovascular
Atrial Fibrillation
Vaccines
Consumer
Heath Care
Our response to health issues

Our culture
CONFIDENCE
INNOVATION
RESPECT
SOLIDARITY
INTEGRITY

Town hall meeting
February 16
th
, 2011

General principles for working together

Acknowledge and recognize your unique know-how and build on your DNA

Genzyme brand

Greater Boston Area

Listen to you, understand your business and create a collaborative spirit to take this forward together

Focus on the day-to-day business and continue to address priorities

especially re-supply to patients

Cross-functional dedicated teams with members from both companies will

drive pre-integration process

Manage in full respect to people and values, and ensure regular communication

Organization for integration

Chris Viehbacher (co-chair)

Belén
Garijo (Integration Leader)

Jérôme
Contamine (Finance)

Karen Linehan (Legal)

Roberto Pucci (HR)

Laure Thibaud (Comm.)

Philippe
Luscan
(IA)
adhoc

Elias Zerhouni (R&D)
adhoc

Sanofi-aventis and Genzyme representation to
be defined by work stream

Integration Project Leader

Henri Termeer
(co-chair)

David Meeker (COO)

Michael S. Wyzga
(Finance)

Tom DesRosier
(Legal)

Zoltan
Csimma
(HR)

Caren Arnstein (Comm.)

Scott Canute (IA)
adhoc

Alan E. Smith (R&D)
adhoc
Integration
Steering Committee
Integration
Coordination
Committee
Work streams

Manufacturing
Proposed high-level organization for integration
HR integration
support & talent
management
Internal/external
communication
Metrics
Process management /

guidelines

Finance

HR

Purchasing

Legal

IT

Real Estate

Quality

work streams (business assessment, strategy, integration model)

Communication

Integration Steering Committee

R&D

3

Operations

Support

Functions

1

2

4

Integration Coordination Committee

High-level calendar

Q1

Q2

Q3

Q4

Legal process

(tender offer,

CVR registration)

Feb

16
th
Merger
agreement
Transaction
closing / Day 1
Understanding
and planning
Business continuity and integration
Feb 16
th
Global Kick-off
pre-integration
Legal
process
Pre-integration
work
Integration
work
Steering
Committees
country level
kick off

Questions & answers