

SANOFI-AVENTIS  
Form 8-A12B  
March 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR (G) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**SANOFI-AVENTIS**

(Exact name of registrant as specified in its charter)

**France**  
(State of incorporation or organization)

174, avenue de France

75013 Paris, France

**133529324**  
(I.R.S. Employer Identification No.)

75013

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(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Contingent Value Rights</b>	<b>NASDAQ Global Market</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General instruction A.(c), check the following box.

Securities Act registration statement file number to which this form relates: 333-172638

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(g) of the Act: None

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of the CVRs" in the Registrant's prospectus, which constitutes a part of the Registrant's Registration Statement on Form F-4 (Registration No. 333-172638), originally filed with the Securities and Exchange Commission on March 7, 2011, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the Nasdaq Global Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**SANOFI-AVENTIS**

(Registrant)

By: /s/ Karen Linehan

Name: Karen Linehan

Title: Senior Vice President Legal Affairs and  
General Counsel

Date: March 28, 2011