REGENERON PHARMACEUTICALS INC
Form S-8 POS
July 30, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 30, 2002
REGISTRATION NOS.: 333-80663
333-50480
333-85330
333-97176
333-33891

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENTS
UNDER
THE SECURITIES ACT OF 1933

REGENERON PHARMACEUTICALS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW YORK	13-3444607
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NEW YORK 10591
(914) 347-7000
(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1990 LONG-TERM INCENTIVE PLAN

(FULL TITLE OF THE PLANS)

STUART A. KOLINSKI, ESQ.
GENERAL COUNSEL
REGENERON PHARMACEUTICALS, INC.
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NEW YORK 10591-6707
(914) 347-7000
(NAME, ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

DAVID J. GOLDSCHMIDT
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NEW YORK 10036-6522(212) 735-3000

This Post Effective Amendment No. 1 to the Registration Statements shall become effective upon filing in accordance with Rule 464 under the Securities Act of 1933, as amended (the "Securities Act").

This Post-Effective Amendment No. 1 to the Registration Statements is being filed with the Securities Exchange Commission (the "SEC") pursuant to Rule 464 under the Securities Act, and includes the registration statement facing page, this page and the signature page.

RE-ALLOCATION

Between August 1992 and June 1999, Regeneron Pharmaceuticals, Inc. (the "Registrant") registered in excess of 6,900,000 shares of Common Stock for issuance under the Registrant's 1990 Long-Term Incentive Plan, as amended and restated (the "1990 Plan") on Form S-8 Registration Statements filed with the SEC having the following File Numbers and filing dates: 333-50480 (August 5, 1992), 333-85330 (October 19, 1994), 333-97176 (September 20, 1995), 333-33891 (August 19, 1997) and 333-80663 (June 15, 1999). On June 14, 2002, 316,184 of those shares were transferred from the 1990 Plan to the Registrant's 2000 Long-Term Incentive Plan (the "2000 Plan"), which is the successor plan to the 1990 Plan. Therefore, Registrant is hereby re-allocating 316,184 of the previously registered shares under the 1990 Plan to the 2000 Plan, such re-allocation will be effective immediately upon the filing of this Post-Effective Amendment No. 1. The Registrant will carry forward those 316,184 shares to a new Form S-8 Registration Statement related to the 2000 Plan. As of June 14, 2002, no further option grants or stock issuances in respect of new grants will be made under the 1990 Plan.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING OF THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE FORM S-8 REGISTRATION STATEMENTS LISTED ABOVE, AND HAS DULY CAUSED THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENTS TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE VILLAGE OF TARRYTOWN, STATE OF NEW YORK, ON THE 30TH DAY OF JULY, 2002.

REGENERON PHARMACEUTICALS, INC.

By: /s/ Leonard S. Schleifer, M.D., Ph.D.

Leonard S. Schleifer, M.D., Ph.D.
President and Chief Executive Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE FORM S-8 REGISTRATION STATEMENTS HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

NAME	TITLE	
/s/ P. Roy Vagelos, M.D. P. Roy Vagelos, M.D.	Chairman of the Board of Directors	July 3
/s/ Leonard S. Schleifer, M.D., Ph.D. Leonard S. Schleifer, M.D., Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	July 3
/s/ Murray A. Goldberg		

Murray A. Goldberg	Senior Vice President, Finance & Administration, Chief Financial Officer, Treasurer and Assistant Secretary (Principal Financial Officer)	July 3
/s/ Douglas S. McCorkle Douglas S. McCorkle	Controller and Assistant Treasurer (Chief Accounting Officer)	July 3
/s/ Charles A. Baker Charles A. Baker	Director	July 3
/s/ Michael S. Brown, M.D. Michael S. Brown, M.D.	Director	July 3
/s/ Alfred G. Gilman, M.D., Ph.D. Alfred G. Gilman, M.D., Ph.D.	Director	July 3
/s/ Joseph L. Goldstein, M.D. Joseph L. Goldstein, M.D.	Director	July 3
/s/ George D. Yancopoulos, M.D., Ph.D. George D. Yancopoulos, M.D., Ph.D.	Director	July 3
/s/ Eric M. Shooter, Ph.D. Eric M. Shooter, Ph.D.	Director	July 3
/s/ George Sing George Sing	Director	July 3