

Sanofi  
Form 4  
January 22, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sanofi

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALNYLAM  
PHARMACEUTICALS, INC.  
[ALNY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director      ☒ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)

(Last)      (First)      (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/17/2019

54 RUE LA BOETIE  
(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

PARIS, IO 75008

(City)      (State)      (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and<br>Amount of | 8. Price of<br>Derivative | 9. Nu |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|---------------------------|---------------------------|-------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|---------------------------|---------------------------|-------|

| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | Underlying<br>Securities<br>(Instr. 3 and 4) | Security<br>(Instr. 5) | Security<br>Beneficial<br>Owner<br>Following<br>Reportable<br>Transaction<br>(Instr. 6) |       |                                        |
|------------------------|---------------------------------------------------|-------------------------|--------------------|-------------------------------------------------------------------------------------------------------|------------------|----------------------------------------------|------------------------|-----------------------------------------------------------------------------------------|-------|----------------------------------------|
|                        |                                                   |                         | Code               | V                                                                                                     | (A)              | (D)                                          | Date<br>Exercisable    | Expiration<br>Date                                                                      | Title | Amount<br>or<br>Number<br>of<br>Shares |

| Reporting Owner Name / Address                | Relationships |           |         |       |
|-----------------------------------------------|---------------|-----------|---------|-------|
|                                               | Director      | 10% Owner | Officer | Other |
| Sanofi<br>54 RUE LA BOETIE<br>PARIS, IO 75008 |               | X         |         |       |

/s/ Alexandra Roger, Head of Securities Law and Capital Markets

01/22/2019

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person owns 10,554,134 shares of common stock of ALNY indirectly through its subsidiary, Genzyme Corp. On

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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