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SANOFI-AVENTIS
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Sanofi Aventis (Formerly Sanofi-Synthelabo)
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

5671735
(CUSIP Number)

December 31, 2004
(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)

*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).

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Group International, Inc.
95-4154357
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
California
- 5 SOLE VOTING POWER
53,373,280
- 6 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
NONE
- 7 SOLE DISPOSITIVE POWER
67,573,730
- 8 SHARED DISPOSITIVE POWER
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
67,573,730 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.9%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 2

Item 1(a) Name of Issuer:
Sanofi Aventis (Formerly Sanofi-Synthelabo)

Item 1(b) Address of Issuer's Principal Executive Offices:
174, avenue de France
75013 Paris, France

Item 2(a) Name of Person(s) Filing:
Capital Group International, Inc.

Item 2(b) Address of Principal Business Office or, if none,
Residence:
11100 Santa Monica Blvd.
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Ordinary Shares

Item 2(e) CUSIP Number:
5671735

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
(g) A parent holding company or control person in
accordance with section 240.13d-1(b) (1) (ii) (G).

Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

See page 2

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

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Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 67,573,730 shares or 4.9% of the 1,392,281,432 shares of Ordinary Shares believed to be outstanding.

Shares reported by Capital Group International, Inc., include 3,910 American Depositary Shares representing 1,955 shares of the Ordinary Shares.

- Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]
- Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A
- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.
 2. Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc.
 3. Capital International S.A. (CISA) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CISA is a

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wholly owned subsidiary of Capital Group International, Inc.

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4. Capital International Research and Management, Inc. dba Capital International, Inc. is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of Capital Group International, Inc.

Item 8 Identification and Classification of Members of the Group:
N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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 11, 2005

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Group International, Inc.

*By /s/ Kenneth R. Gorvetzian
Kenneth R. Gorvetzian
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 30, 2003 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 10, 2003 with respect to Acclaim Entertainment Inc

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nt communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On March 15, 2010, Hilltop Holdings Inc., or the Company, entered into the First Amendment to Management Services Agreement with Diamond A Administration Company, LLC. Pursuant to the Management Services Agreement, Diamond A Administration Company, LLC provides certain management services to the Company and its subsidiaries, including, among others, financial and acquisition evaluation. The First Amendment to Management Services Agreement amended the agreement to provide that office space will be made available to the Company by Diamond A Administration Company, LLC and, upon making such office space available, the monthly fee will increase from \$100,000 per calendar month to \$104,000 per calendar month. The amendment also extended the term of the Management Services Agreement by providing that the term of the agreement will continue until terminated by either party. The Management Services Agreement may be terminated by either party upon thirty days prior written notice to the other party for any or no reason whatsoever or at such time as may be mutually agreed by the parties. A copy of the First Amendment to Management Services Agreement is filed as Exhibit 10.14.2 to this Current Report on Form 8-K.

Diamond A Administration Company, LLC is an affiliate of Gerald J. Ford, the current Chairman of the Board of the Company and the beneficial owner of 26.6% of Company common stock as of March 15, 2010. Gerald J. Ford and Jeremy B. Ford serve as directors and president and secretary, respectively, of Diamond A Administration Company, LLC.

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

President and Chief Executive Officer

On March 11, 2010, Gerald J. Ford submitted his resignation as President and Chief Executive Officer to the Board of Directors of the Company. Gerald J. Ford, however, will remain Chairman of the Board of the Company. As a result of this resignation, the Board of Directors appointed Jeremy B. Ford as the President and Chief Executive Officer of the Company, as well as a director of the Company. Jeremy B. Ford, age 35, has worked in the financial services industry for over ten years, primarily focused on investments in and acquisitions of depository institutions and insurance and finance companies. He also is one of the individuals who provided services to the Company under the Management Services Agreement with Diamond A Administration Company, LLC. Accordingly, he has been actively involved in numerous potential acquisitions for the Company, the acquisition of NLASCO, Inc. in 2007, and the divestiture of the Company's mobile home communities business in 2007. Jeremy Ford also is currently a director of First Acceptance Insurance Company, Inc. (a subsidiary of First Acceptance Corporation) and a principal of Ford Financial Fund, L.P. (a private equity fund). From 2004 to 2008, he worked for Diamond A-Ford Corporation, where he was involved in various investments made by a family limited partnership. Prior to that, he worked at Liberté Investors Inc. (now First Acceptance Corporation) from 2002 to 2004, California Federal Bank, FSB (acquired by Citigroup Inc. in November 2002) from 1999 to 2000, and Salomon Smith Barney (now Citigroup Inc.) from 1997 to 1999. Jeremy Ford previously served as a director of First Acceptance Corporation from 2000 to 2004. He holds a BBA in finance from The University of Texas at Austin and a MBA from Columbia Business School. Jeremy B. Ford is the son of Gerald J. Ford, the Chairman of the Board of the Company, and the brother-in-law of Corey G. Prestidge, the General Counsel and Secretary of the Company. The Compensation Committee of the Board of Directors is evaluating

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the compensation to be paid to Jeremy Ford. Accordingly, the Company will file an amendment to this Current Report on Form 8-K within four business days following the determination of the compensation payable to Jeremy Ford.

Jeremy B. Ford is the beneficiary of a trust that owns a 49% limited partnership interest in Diamond A Financial, L.P. Diamond A Financial, L.P. owns 26.6% of the outstanding Company common stock and 10.8% of the outstanding 8.25% Series A Cumulative Redeemable Preferred Stock of the Company as of March 11, 2010. As previously mentioned, he is a director and the Secretary of Diamond A Administration Company, LLC, which provides management services to the Company under the Management Services Agreement. *See Item 1.01* above for a description of the amounts payable to Diamond A Administration Company, LLC under the Management Services Agreement. Diamond A Administration Company, LLC

is owned by Hunter's Glen/Ford, Ltd., a limited partnership in which a trust for the benefit of Jeremy B. Ford is a 46% limited partner.

Directors

As previously mentioned, the Board of Directors appointed Jeremy B. Ford as a member of the Board of Directors on March 11, 2010. For disclosure with respect to Jeremy B. Ford, please refer to *President & Chief Executive Officer* above. In addition, on March 11, 2010, James R. Staff notified the Board of Directors that he will not stand for re-election at the 2010 annual meeting of stockholders.

2009 Bonuses

On March 11, 2010, the Compensation Committee awarded discretionary bonuses to the following individuals, Darren Parmenter - \$50,000, Corey Prestidge - \$50,000, and Greg Vanek - \$68,750.

2010 Compensation

On March 11, 2010, the Compensation Committee of the Board of Directors determined to maintain the current salaries of each of the named executive officers of the Company, except for Jeremy B. Ford, which it is currently evaluating. As previously mentioned, the Company will file an amendment to this Current Report on Form 8-K within four business days following the determination of the compensation payable to Jeremy B. Ford.

The Compensation Committee also determined to maintain the discretionary basis of incentive and bonus compensation for the named executive officers at Hilltop Holdings Inc. With respect to incentive compensation for Mr. Vanek, the Compensation Committee approved the following incentive compensation plan for 2010:

- \$41,250 if the Expense Ratio(1) is 39% or less;
- \$10,313 if written premium exceeds forecast; and
- Loss Ratio(2):
- \$154,688 if 46% or less;
- \$72,188 if greater than 46%, but 52% or less; or
- \$20,625 if greater than 52%, but the non-catastrophe Loss Ratio(3) is 50% or less.

No compensation is payable under this plan in the event there is a net loss at NLASCO, Inc. for the calendar year ended December 31, 2010.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not applicable.

(1) Expense Ratio is policy acquisition and other underwriting expense divided by net premiums earned for the same period.

(2) Loss Ratio is the ratio that expresses the relationship of losses to premiums. Loss Ratio is loss and loss adjustment expenses divided by net premiums earned for the same period.

(3) The non-catastrophe Loss Ratio is defined as the loss and loss adjustment expense ratio excluding Property Claim Service identified catastrophes that result in a loss to NLASCO, Inc. of \$125,000 or more.

(d) Exhibits.

The following exhibits are filed or furnished, depending on the relative item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K and Instruction B.2 to this form.

Exhibit Number	Description of Exhibit
10.14.2	First Amendment to Management Services Agreement, dated as of March 15, 2010, by and between Hilltop Holdings Inc. and Diamond A Administration Company, LLC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hilltop Holdings Inc.,
a Maryland corporation

Date: March 17, 2010

By: /s/ COREY PRESTIDGE

Name:

Corey G. Prestidge

Title:

General Counsel & Secretary

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
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