

MERRIMACK PHARMACEUTICALS INC  
Form SC 13G/A  
February 13, 2015

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**MERRIMACK PHARMACEUTICALS INC**

(Name of Issuer)

**Common Stock, \$ 0.01 par value**

(Title of Class of Securities)

**590328100**

(CUSIP Number)

**5 February 2015**

(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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CUSIP No.

- |     |   |   |
|-----|---|---|
| 1.  | Names of Reporting Persons<br>SANOFI  |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |   |
|     | (a)   | o   |
|     | (b)   | o   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>The Republic of France                      |   |
| 5.  | Sole Voting Power<br>3,074,718 shares   | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>0 share  |   |
| 7.  | Sole Dispositive Power<br>3,074,718 shares  |   |
| 8.  | Shared Dispositive Power<br>0 share   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,074,718 shares    |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>2.90%                          |   |
| 12. | Type of Reporting Person (See Instructions)<br>Company                              |   |

**Item 1.**

- (a) Name of Issuer  
Merrimack Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices  
One Kendall Square, Suite B7201, Cambridge, Massachusetts 02139

**Item 2.**

- (a) Name of Person Filing  
Sanofi
- (b) Address of Principal Business Office or, if none, Residence  
54 Rue La Boétie, 75008 Paris (France)
- (c) Citizenship  
The Republic of France
- (d) Title of Class of Securities  
Common Stock, \$ 0.01 par value
- (e) CUSIP Number  
590328100

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**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.

- (a) Amount beneficially owned:
  - 3,074,718 shares
- (b) Percent of class:
  - 2.90%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) 3,074,718 shares  
Shared power to vote or to direct the vote
  - (iii) 0 share  
Sole power to dispose or to direct the disposition of
  - (iv) 3,074,718 shares  
Shared power to dispose or to direct the disposition of
  - 0 share

**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 .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Aventis Holdings Inc.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

Item 10.

**Certification**

**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.

February 13, 2015  
Date

/s/ John Felitti  
Signature

John Felitti

Associate Vice President

Corporate Law, Financial and Securities Law  
Name/Title