

VIROPHARMA INC  
Form SC 13G/A  
February 09, 2005

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**ViroPharma Incorporated**

(Name of Issuer)

**COMMON STOCK, \$.002 PAR VALUE**

(Title of Class of Securities)

**928241108**

(CUSIP Number)

**August 20, 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.

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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. 928241108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sanofi-Aventis  
  
Not applicable
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
The Republic of France
- |                                                                                     |    |  |                                            |
|-------------------------------------------------------------------------------------|----|--|--------------------------------------------|
|                                                                                     | 5. |  | Sole Voting Power<br>3,366,000 shares      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>0 shares            |
|                                                                                     | 7. |  | Sole Dispositive Power<br>3,366,000 shares |
|                                                                                     | 8. |  | Shared Dispositive Power<br>0 shares       |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,366,000 shares
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
12.9%
  12. Type of Reporting Person (See Instructions)  
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**Item 1.**

- (a) Name of Issuer  
ViroPharma Incorporated
- (b) Address of Issuer's Principal Executive Offices  
397 Eagleview Boulevard  
  
Exton, PA 19341

**Item 2.**

- (a) Name of Person Filing
- (i) Sanofi-Aventis
- (ii) Aventis Pharmaceuticals Inc
- (iii) Aventis Holdings Inc.
- (iv) Aventis Inc.
- (b) Address of Principal Business Office or, if none, Residence
- (i) 174 avenue de France, 75013 Paris, France
- (ii) 300 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807
- (iii) 3711 Kennett Pike, Suite 200 Greenville, Delaware 19801
- (iv) 300 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807
- (c) Citizenship
- (i) Sanofi-Aventis : France
- (ii) Aventis Pharmaceuticals Inc : Delaware
- (iii) Aventis Holdings Inc.: Delaware
- (iv) Aventis Inc. : Pennsylvania
- (d) Title of Class of Securities  
**COMMON STOCK, \$.002 PAR VALUE**
- (e) CUSIP Number  
928241108

**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 associations 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



**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:
  - (i) Sanofi-Aventis : 3,366,000
  - (ii) Aventis Pharmaceuticals Inc : 2,616,000
  - (iii) Aventis Holdings Inc.: 2,616,000
  - (iv) Aventis Inc. : 2,616,000
- (b) Percent of class:
  - (i) Sanofi-Aventis : 12.9%
  - (ii) Aventis Pharmaceuticals Inc :9.9%
  - (iii) Aventis Holdings Inc.: 9.9%
  - (iv) Aventis Inc. : 9.9%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
    - (i) Sanofi-Aventis : 3,366,000
    - (ii) Aventis Pharmaceuticals Inc : 2,616,000
    - (iii) Aventis Holdings Inc.: 2,616,000
    - (iv) Aventis Inc. : 2,616,000
  - (ii) Shared power to vote or to direct the vote
  - (iii) None
    - (i) Sanofi-Aventis : 3,366,000
    - (ii) Aventis Pharmaceuticals Inc : 2,616,000
    - (iii) Aventis Holdings Inc.: 2,616,000
    - (iv) Aventis Inc. : 2,616,000
  - (iv) Shared power to dispose or to direct the disposition of
    - (i) Sanofi-Aventis : 3,366,000
    - (ii) Aventis Pharmaceuticals Inc : 2,616,000
    - (iii) Aventis Holdings Inc.: 2,616,000
    - (iv) Aventis Inc. : 2,616,000
  - None

**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 5 is not applicable.

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

Item 6 is 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**

Item 7 is not applicable.

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

Item 8 is not applicable.

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

Item 9 is not applicable.

**Item 10. Certification**

Item 10 is not applicable.

**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.

SANOFI-AVENTIS

Date: February 8, 2005

By: /s/ Jean-Claude Leroy

Jean-Claude LEROY  
Chief Financial Officer

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.

AVENTIS PHARMACEUTICALS INC.

Date: February 8, 2005

By: /s/ John M. Spinnato  
John M. SPINNATO  
Vice President and General Counsel  
- Pharmaceutical Operations

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.

AVENTIS HOLDINGS INC.

Date: February 8, 2005

By: /s/ Joseph M. Palladino  
Joseph M. PALLADINO  
President



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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.

AVENTIS INC.

Date: February 8, 2005

By: /s/ Joseph Haggerty  
Joseph HAGGERTY  
Vice President and General Counsel