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SANOFI SYNTHELABO SA

Form 6-K

May 14, 2004

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2004

Commission File Number: 001-31368

SANOFI-SYNTHELABO
(Translation of registrant's name into English)

174, avenue de France, 75013 Paris, FRANCE
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ [X]

Form 40-F ☐ []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ []

No ☒ [X]

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

This Report on Form 6-K shall be deemed to be incorporated by reference into Sanofi-Synthelabo's Registration Statement on Form F-4 (Registration No. 333-112314), as post-effectively amended and declared effective on May 13, 2004 by the United States Securities Exchange Commission, and the related prospectus filed on April 12, 2004 pursuant to Rule 424(b) under the United States Securities Act of 1933, as amended, and shall be part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

[Sanofi-Synthelabo Logo]

Investor Relations

Paris, May 14th, 2004

SANOFI-SYNTHELABO'S SHAREHOLDERS MEETING
AND OFFER FOR AVENTIS

On May 13, 2004, the Board of Directors of Sanofi-Synthelabo set June 23, 2004 as the date for Sanofi-Synthelabo's joint general and extraordinary meeting of shareholders and finalized the meeting's agenda, the extraordinary portion of which consists of the increase in share capital intended to pay for the Aventis shares tendered in Sanofi-Synthelabo's offer for Aventis.

On May 12, 2004, Aventis announced that the Management Board of Aventis has set June 11 as the date of the annual general meeting of Aventis (in the likely event that it is held on its second convocation). In particular, this meeting is expected to approve the 2003 dividend in the amount of (euro)0.82 per share, with an ex-dividend date of June 15, 2004 and a payment date of July 15, 2004.

As a result, in accordance with the terms of Sanofi-Synthelabo's revised offer for Aventis and subject to the condition that this dividend is approved by the annual general meeting of Aventis, the terms of the Sanofi-Synthelabo's offer for Aventis would be adjusted in the following manner :

- o Standard entitlement : 5 Sanofi-Synthelabo ordinary shares and (euro)115.08 in cash for 6 Aventis ordinary shares (or 0.8333 of a Sanofi-Synthelabo ordinary share and (euro)19.18 in cash for each Aventis ordinary share; and 1.6667 Sanofi-Synthelabo ADSs and an amount in U.S. dollars equal to (euro)19.18 in cash for each Aventis ADS)
- o All stock election : 1.1600 Sanofi-Synthelabo ordinary shares for each Aventis ordinary share (or 2.3200 Sanofi-Synthelabo ADSs for each Aventis ADS)

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- o All cash election : (euro)68.11 in cash for each Aventis ordinary share (or an amount in U.S. dollars equal to (euro)68.11 in cash for each Aventis ADS).

This adjustment mechanism is more fully described in Section 1.3.2(a) "Terms of the New Offer for Aventis Shares" in the French prospectus supplement that obtained the AMF's VISA (no. 04-384) on May 7, 2004 and under the section entitled "The Revised U.S. Offer -- Consideration Offered after Approval of Aventis Dividends" in the U.S. prospectus supplement that Sanofi-Synthelabo intends to distribute shortly.

The offer is expected to close at the end of June 2004.

In accordance with article 7 of the COB rule no. 2002-04, this press release was transmitted to the Autorite des marches financiers (AMF) before its publication.

This press release contains projections and other statements that are not

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historical facts, which are subject to various risks and uncertainties (many of which are difficult to predict and generally beyond the control of Sanofi-Synthelabo) that could cause actual results and developments to differ materially from those expressed, or implied or projected. These risks and uncertainties include those discussed in our filings with the United States Securities and Exchange Commission (SEC) and the AMF. Other than as requested by applicable law, Sanofi-Synthelabo does not undertake any obligation to update any statement that is not a historical fact.

IMPORTANT INFORMATION: In connection with the proposed acquisition of Aventis, Sanofi-Synthelabo has filed a registration statement on Form F-4 (File no. 333-112314) , including a prospectus/offer to exchange, and will file additional documents with the SEC. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT, INCLUDING THE PROSPECTUS/OFFER TO EXCHANGE, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING ALL AMENDMENTS AND SUPPLEMENTS (INCLUDING ANY SUPPLEMENT RELATING TO ITS REVISED OFFERS), BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Free copies of the registration statement, as well as other relevant documents filed with the SEC, may be obtained at the SEC's web site at www.sec.gov. The prospectus/offer to exchange and other transaction-related documents are being mailed to Aventis securityholders eligible to participate in the U.S. offer and additional copies may be obtained for free from MacKenzie Partners, Inc., the information agent for the U.S. offer, at the following address: 105, Madison Avenue, New York, New York 10016; telephone: 1-(212) 929-5500 (call collect) or 1-(800) 322-2885 (toll-free call); e-mail proxy@mackenziepartners.com. In connection with its revised offer, Sanofi-Synthelabo intends to distribute a supplement to the prospectus/offer to exchange as soon as practicable.

In France, holders of Aventis securities are requested, with respect to the offer, to refer to the prospectus supplement (note d'information complémentaire), which has been granted visa number 04-384 by the Autorite des marches financiers ("AMF") and which is available on the website of the AMF (www.amf-france.org) and without cost from: BNP Paribas Securities Services, GIS-Emetteurs, Service Logistique, Les Collines de l'Arche, 75450 Paris Cedex 9 and to the recommendation statement (note d'information en reponse) of Aventis when it is available.

The public offer to holders of Aventis ordinary shares located in Germany (the "German Offer") is being made in accordance with applicable German law and pursuant to an offer document/sales prospectus, which is available free of charge at BNP Paribas Securities Services, Grunenburgweg 14, D-60322 Frankfurt am Main (Fax: 069 - 152 05 277) and on the website of the Company (www.sanofi-synthelabo.com). Any decision to tender Aventis ordinary shares in exchange for Sanofi-Synthelabo ordinary shares under the German Offer must be taken exclusively with regard to the terms and conditions of the German Offer, as well as with regard to the information included in the offer document/sales prospectus, including any amendments thereto, issued in Germany.

The French Offer, the U.S. Offer and the German Offer are being made on substantially the same terms and completion of these offers is subject to the same conditions. It is intended that the three offers will expire at the same time.

Investors and security holders may obtain a free copy of the Form 20-F filed with the SEC on April 2, 2004 and any other documents filed by Sanofi-Synthelabo with the SEC at www.sec.gov as well as of the Reference Document filed with the AMF on April 2, 2004 (No. 04-0391) at www.amf-france.org or directly from Sanofi-Synthelabo on our web site at: www.sanofi-synthelabo.com.

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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, thereunto duly authorized.

Dated: May 14, 2004

SANOFI-SYNTHELABO

By: /s/ MARIE-HELENE LAIMAY

Name: Marie-Helene Laimay
Title: Senior Vice President and
Chief Financial Officer