

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

**FORM S-8**  
**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**GILEAD SCIENCES, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**94-3047598**  
(I.R.S. Employer  
Identification No.)

**333 Lakeside Drive  
Foster City, California 94404**  
(Address, including Zip Code, of Registrant's Principal Executive Offices)

**GILEAD SCIENCES, INC. 2004 EQUITY INCENTIVE PLAN**  
(Full Title of Plan)

**Brett A. Pletcher**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**333 Lakeside Drive**  
**Foster City, California 94404**  
**(650) 574-3000**  
(Name, address, zip code, and telephone number,  
including area code, of agent for service)

**Copy to:**  
**Ronald O. Mueller, Esq.**  
Gibson, Dunn & Crutcher LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
(202) 955-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	11,095,286(1)	\$ 80.12(2)	\$ 888,954,314(2)	\$ 110,674.81

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminate number of additional shares of common stock of the Registrant as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Gilead Sciences, Inc. 2004 Equity Incentive Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, based upon the average of the high and low prices of the common stock of the Registrant on the NASDAQ Global Select Market on February 23, 2018.

## EXPLANATORY STATEMENT

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Gilead Sciences, Inc., a Delaware corporation (the “Registrant”), relating to 11,095,286 shares of its common stock, par value \$0.001 per share (the “Common Stock”), issuable pursuant to awards originally granted under the Kite Pharma, Inc. 2014 Equity Incentive Plan and the Cell Design Labs, Inc. 2015 Equity Incentive Plan that were assumed by the Registrant under and pursuant to Section 6(d) of the Gilead Sciences, Inc. 2004 Equity Incentive Plan (the “Plan”). These 11,095,286 shares are in addition to the 309,188,366 shares of Common Stock (as adjusted for the Registrant’s two-for-one stock splits on September 3, 2004, June 22, 2007, and January 25, 2013) previously registered on the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on August 8, 2017 (Commission File No. 333-219772), August 5, 2009 (Commission File No. 333-161069), June 12, 2008 (Commission File No. 333-151624), June 20, 2007 (Commission File No. 333-143920), June 28, 2006 (Commission File No. 333-135412), June 21, 2005 (Commission File No. 333-126012), and July 19, 2004 (Commission File No. 333-117480).

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

**Item 1. Plan Information.**

Not filed as part of the Registration Statement pursuant to the Note to Part I of Form S-8.

**Item 2. Registrant Information and Employee Plan Annual Information.**

Not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have previously been filed by the Registrant with the Commission, are incorporated by reference herein and shall be deemed to be a part hereof:

- a) the Registrant’s latest Annual Report on Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) or latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed;
- b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s latest Annual Report or prospectus referred to in (a) above; and
- c) the description of the Registrant’s common stock contained in the Registration Statement filed with the Commission on December 16, 1991 on Form 8-A (Commission File No. 000-19731) pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which deregisters any securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; provided, however, that the documents listed above or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Registrant's Annual Report on Form 10-K covering such year shall cease to be incorporated by reference in this Registration Statement from and after the filing of such Annual Reports. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Not required.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of the shares of Common Stock will be passed on for the Registrant by Brett A. Pletcher, Esq., Executive Vice President, General Counsel and Corporate Secretary of the Registrant, who has received awards under the Plan and is eligible to receive additional awards under the Plan.

**Item 6. Indemnification of Directors and Officers.**

The Delaware General Corporation Law (the "DGCL") authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. The Registrant's restated certificate of incorporation, as amended, includes a provision that eliminates the personal liability of directors for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware law.

Section 102(b)(7) of the DGCL provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct

or a knowing violation of law, (iii) under Section 174 of the DGCL (regarding, among other things, the payment of unlawful dividends) or (iv) for any transaction from which the director derived an improper personal benefit.

In addition, the Registrant's restated certificate of incorporation and its amended and restated bylaws provide for indemnification of officers and directors to the full extent and in the manner permitted by Delaware law.

Section 145(a) of the DGCL empowers a corporation to indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of his service as a director, officer, employee, or agent of the corporation, or his service, at the corporation's request, as a director, officer, employee, or agent of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided that such director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding; provided that such director or officer had no reasonable cause to believe his conduct was unlawful.

Section 145(b) of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit; provided that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue, or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Notwithstanding the preceding sentence, except as otherwise provided in the bylaws, we shall be required to indemnify any such person in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by any such person was authorized by the board.

The Registrant has entered into indemnification agreements with substantially all of its officers and directors which provide indemnification under certain circumstances for acts and omissions which may not be covered by any directors' and officers' liability insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of the Registrant, as amended through May 7, 2014 (Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 8, 2014).
4.2	Amended and Restated Bylaws of the Registrant, as amended and restated on December 23, 2015 (Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on December 23, 2015).
5.1*	Opinion of Brett A. Pletcher, Esq.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Counsel (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	Gilead Sciences, Inc. 2004 Equity Incentive Plan, as amended and restated May 10, 2017 (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 12, 2017).

---

\* Filed herewith.

**Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (d) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
  - (ii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
  - (iii) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.
- (e) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against

such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

Exhibit No.	Description
4.1	<a href="#"><u>Restated Certificate of Incorporation of the Registrant, as amended through May 7, 2014 (Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 8, 2014).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant, as amended and restated on December 23, 2015 (Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on December 23, 2015).</u></a>
5.1*	<a href="#"><u>Opinion of Brett A. Pletcher, Esq.</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Counsel (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>Gilead Sciences, Inc. 2004 Equity Incentive Plan, as amended and restated May 10, 2017 (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 12, 2017).</u></a>

---

\* Filed herewith.



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Gilead Sciences, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on this 26 day of February, 2018.

### GILEAD SCIENCES, INC.

By: /s/ John F. Milligan  
John F. Milligan  
President and Chief Executive Officer

### POWER OF ATTORNEY

We, the undersigned officers and directors of Gilead Sciences, Inc., do hereby constitute and appoint John F. Milligan and Brett A. Pletcher, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for each of us and in each of our names, places and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary or desirable to be done in and about the premises, as fully to all intents and purposes as each of us might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or his/her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ John F. Milligan</u> John F. Milligan	President, Chief Executive Officer and Director (Principal Executive Officer)	February 26, 2018
<u>/s/ Robin L. Washington</u> Robin L. Washington	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	February 26, 2018
<u>/s/ John C. Martin</u> John C. Martin	Executive Chairman	February 26, 2018
<u>Jacqueline K. Barton</u>	Director	
<u>/s/ John F. Cogan</u> John F. Cogan	Director	February 26, 2018
<u>/s/ Kelly A. Kramer</u> Kelly A. Kramer	Director	February 26, 2018
<u>/s/ Kevin E. Lofton</u> Kevin E. Lofton	Director	February 26, 2018
<u>/s/ Nicholas G. Moore</u> Nicholas G. Moore	Director	February 26, 2018
<u>/s/ Richard J. Whitley</u> Richard J. Whitley	Director	February 26, 2018
<u>/s/ Gayle E. Wilson</u> Gayle E. Wilson	Director	February 26, 2018
<u>/s/ Per Wold-Olsen</u> Per Wold-Olsen	Director	February 26, 2018

February 26, 2018

Gilead Sciences, Inc.  
333 Lakeside Drive  
Foster City, California 94404

Re: *Proposed Offering of up to 11,095,286 Shares of Common Stock Pursuant to the Gilead Sciences, Inc. 2004 Equity Incentive Plan*

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") of Gilead Sciences, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 11,095,286 shares of the Company's common stock, par value \$0.001 per share (the "Shares"). The Shares subject to the Registration Statement are to be issued under the Gilead Sciences, Inc. 2004 Equity Incentive Plan (the "Plan") pursuant to awards originally granted under the Kite Pharma, Inc. 2014 Equity Incentive Plan and the Cell Design Labs, Inc. 2015 Equity Incentive Plan that were assumed by the Company under and pursuant to Section 6(d) of the Plan (the "Target Awards").

I have examined the Plan and the Agreements and Plans of Merger pursuant to which the Target Awards were assumed and the resolutions of the Company's Board of Directors authorizing such transactions and the assumption of the Target Awards and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as I have deemed relevant and necessary as the basis for the opinion set forth below. I have also made such other investigations as I have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies. I have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the rights or obligations of the participants thereunder. Finally, I have assumed the accuracy of all other information provided to me by the Company during the course of my investigations, on which I have relied in issuing the opinion expressed below.

---

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated here and in reliance on the statements of fact contained in the documents that I have examined, I am of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement and I further consent to the use of my name under the caption "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Brett A. Pletcher

Brett A. Pletcher, Esq.

Executive Vice President, General Counsel and Corporate Secretary

Gilead Sciences, Inc.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Gilead Sciences, Inc. 2004 Equity Incentive Plan of our reports dated February 26, 2018, with respect to the consolidated financial statements and schedule of Gilead Sciences, Inc., and the effectiveness of internal control over financial reporting of Gilead Sciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California  
February 26, 2018

---