

GILEAD SCIENCES INC  
Form POS AM  
October 14, 2003

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As Filed with the Securities and Exchange Commission on October 14, 2003

Registration No. 333-54350

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE  
AMENDMENT NO. 1**

**to**

**FORM S-3  
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.)

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**333 LAKESIDE DRIVE  
FOSTER CITY, CALIFORNIA 94404  
(650) 574-3000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**MARK L. PERRY  
EXECUTIVE VICE PRESIDENT, OPERATIONS  
GILEAD SCIENCES, INC.  
333 LAKESIDE DRIVE, FOSTER CITY, CALIFORNIA 94404  
(650) 574-3000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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*Copy to:*

LAURA BEREZIN, ESQ.  
COOLEY GODWARD LLP  
FIVE PALO ALTO SQUARE  
3000 EL CAMINO REAL

GREGG H. ALTON, ESQ.  
GENERAL COUNSEL  
GILEAD SCIENCES, INC.  
333 LAKESIDE DRIVE

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PALO ALTO, CALIFORNIA 94306  
(650) 843-5000

FOSTER CITY, CALIFORNIA 94404  
(650) 574-3000

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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**DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, as amended (No. 333-543502), is being filed to deregister unsold 5% Convertible Subordinated Notes due 2007 of the registrant, Gilead Sciences, referred to herein as the notes, and the shares of common stock issuable upon conversion of the notes by the Selling Securityholders. The registrant's obligation to keep the Registration Statement effective has expired. Therefore, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effectiveness of this post-effective amendment, all of the notes and shares of common stock issuable upon conversion of the notes, the sale of which was registered under the Registration Statement, that were not sold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 the October 14, 2003.

GILEAD SCIENCES, INC.

By: /s/ JOHN C. MARTIN

\_\_\_\_\_  
John C. Martin  
President and Chief Executive Officer

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

| Signature            | Title   |                  |
|----------------------|---|------------------|
| /s/ JOHN C. MARTIN   |   |                  |
| John C. Martin       | President, Chief Executive Officer and Director (Principal Executive Officer)                     | October 14, 2003 |
| /s/ JOHN F. MILLIGAN |   |                  |
| John F. Milligan     | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | October 14, 2003 |
| *                    | Director  | October 14, 2003 |

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| <u>Signature</u>              | <u>Title</u>               |                  |
|-------------------------------|----------------------------|------------------|
| <hr/> Paul Berg               |                            |                  |
| *                             |                            |                  |
| <hr/> Etienne F. Davignon     | Director                   | October 14, 2003 |
| *                             |                            |                  |
| <hr/> James M. Denny          | Chairman of the Board      | October 14, 2003 |
| *                             |                            |                  |
| <hr/> Gordon E. Moore         | Director                   | October 14, 2003 |
| *                             |                            |                  |
| <hr/> George P. Shultz        | Director                   | October 14, 2003 |
| <hr/> Gayle Edlund Wilson     | Director                   | October 14, 2003 |
| <hr/> Cordell W. Hull         | Director                   | October 14, 2003 |
| *By: <hr/> /s/ JOHN C. MARTIN |                            |                  |
|                               | John C. Martin             |                  |
|                               | <i>As Attorney-in Fact</i> |                  |

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[DEREGISTRATION OF SHARES](#)

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