

GILEAD SCIENCES INC
Form 424B3
May 15, 2001

Filed Pursuant to
Rule 424 (b) (3) and (c)
File No. 333-54350

GILEAD SCIENCES, INC.

\$250,000,000 Principal Amount 5% Convertible Subordinated Notes due December 15, 2007 and Shares of Common Stock Issuable upon Conversion of the Notes

This prospectus supplement should be read in conjunction with the prospectus dated February 9, 2001, which is to be delivered with this prospectus supplement.

See "Risk Factors" beginning on page 6 of the prospectus to read about factors you should consider before buying the notes or our common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The table and related notes, and the paragraph immediately following the table and related notes, appearing in the prospectus under the heading "Selling Securityholders" is superseded by the following table and related notes, and the following paragraph immediately following the table and related notes:

| Name | Principal Amount of Notes Beneficially Owned and Offered(1) | Common Stock Beneficially Owned(2) | Common Stock Offered | Principal Amount of Notes Owned After Completion of Offering | Common Stock Owned After Completion of Offering |
|--|---|------------------------------------|----------------------|--|---|
| 1976 Distribution Trust FBO A.R. Lander / Zinterhofer | 14,000 | 284 | 284 | 0 | 0 |
| 1976 Distribution Trust FBO Jane A. Lander | 14,000 | 284 | 284 | 0 | 0 |
| AAM / Zazove Institutional Income Fund, L.P. (BS) | 1,000,000 | 20,356 | 20,356 | 0 | 0 |
| AFTRA Health Fund | 75,000 | 1,526 | 1,526 | 0 | 0 |
| Alexandra Global Investment Fund 1, Ltd. | 2,500,000 | 50,890 | 50,890 | 0 | 0 |
| American Motorist Insurance Company | 489,000 | 9,954 | 9,954 | 0 | 0 |
| Arapahoe County Colorado | 48,000 | 977 | 977 | 0 | 0 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 7,000,000 | 142,493 | 142,493 | 0 | 0 |
| Argent Convertible Arbitrage Fund Ltd. | 4,000,000 | 81,424 | 81,424 | 0 | 0 |
| BP Amoco PLC, Master Trust | 1,072,000 | 21,821 | 21,821 | 0 | 0 |
| British Virgin Islands Social Security Board | 36,000 | 732 | 732 | 0 | 0 |
| | 25,000 | 508 | 508 | 0 | 0 |

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|--|---|------------------------------------|----------------------|--|---|
| Brown & Williamson Tobacco Retirement Trust | | | | | |
| Century National Insurance Company | 500,000 | 10,178 | 10,178 | 0 | 0 |
| City of New Orleans | 201,000 | 4,091 | 4,091 | 0 | 0 |
| Deutsche Banc Alex Brown Inc | 15,125,000 | 307,888 | 307,888 | 0 | 0 |
| Employee Benefit Convertible Securities Fund (Custodian DTC #955 Bank of America Personal Trust) | 250,000 | 5,089 | 5,089 | 0 | 0 |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund | 5,500,000 | 111,959 | 111,959 | 0 | 0 |
| First Union Securities Inc. | 2,000,000 | 40,712 | 40,712 | 0 | 0 |
| FIST Convertible Securities Fund | 1,500,000 | 30,534 | 30,534 | 0 | 0 |
| Forest Alternative Strategies Fund II L.P. ASM | 25,000 | 508 | 508 | 0 | 0 |
| Forest Global Convertible Fund A-5 | 1,755,000 | 35,725 | 35,725 | 0 | 0 |
| HFR Master Fund Ltd. | 120,000 | 2,442 | 2,442 | 0 | 0 |
| Highbridge International LLC | 6,852,000 | 139,480 | 139,480 | 0 | 0 |
| Hotel Union & Hotel Industry of Hawaii | 373,000 | 7,592 | 7,592 | 0 | 0 |
| Jefferies & Company Inc. | 8,000 | 162 | 162 | 0 | 0 |
| JMG Capital Partners, LP | 3,500,000 | 71,246 | 71,246 | 0 | 0 |
| JMG Triton Offshore Fund Ltd. | 3,500,000 | 71,246 | 71,246 | 0 | 0 |

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|---|------------|---------|---------|---|---|
| J.P. Morgan Securities, Inc. | 500,000 | 10,178 | 10,178 | 0 | 0 |
| KBC Financial Products USA | 2,500,000 | 50,890 | 50,890 | 0 | 0 |
| Lehman Brothers Inc. | 20,000,000 | 407,124 | 407,124 | 0 | 0 |
| Lipper Convertibles L.P. | 1,000,000 | 20,356 | 20,356 | 0 | 0 |
| LLT Limited | 100,000 | 2,035 | 2,035 | 0 | 0 |
| Local Initiatives Support Corporation | 46,000 | 936 | 936 | 0 | 0 |
| Mainstay Convertible Fund | 1,400,000 | 28,498 | 28,498 | 0 | 0 |
| Mainstay VP Convertible Portfolio | 350,000 | 7,124 | 7,124 | 0 | 0 |
| Merrill Lynch Insurance Group | 246,000 | 5,007 | 5,007 | 0 | 0 |
| Morgan Stanley & Co. | 35,000,000 | 712,468 | 712,468 | 0 | 0 |
| Nabisco Holdings | 29,000 | 590 | 590 | 0 | 0 |
| Nations Convertible Securities Fund (Custodian DTC #901 Bank of New York) | 6,150,000 | 125,190 | 125,190 | 0 | 0 |
| New Orleans Firefighters Pension / Relief Fund | 106,000 | 2,157 | 2,157 | 0 | 0 |
| New York Life Insurance and Annuity Corporation | 1,000,000 | 20,356 | 20,356 | 0 | 0 |
| New York Life Insurance Company | 9,000,000 | 183,206 | 183,206 | 0 | 0 |
| New York Life Separate Account #7 | 150,000 | 3,053 | 3,053 | 0 | 0 |
| Occidental Petroleum Corporation | 194,000 | 3,949 | 3,949 | 0 | 0 |
| Oppenheimer Convertible Securities Fund | 4,000,000 | 81,424 | 81,424 | 0 | 0 |
| Pacific Life Insurance Company | 1,000,000 | 20,356 | 20,356 | 0 | 0 |
| Parker-Hannifin Corporation | 37,000 | 753 | 753 | 0 | 0 |
| Pro-Mutual | 685,000 | 13,944 | 13,944 | 0 | 0 |
| Putnam Asset Allocation Funds-Balanced Portfolio | 150,000 | 3,053 | 3,053 | 0 | 0 |
| Putnam Asset Allocation Funds-Conservative Portfolio | 89,000 | 1,811 | 1,811 | 0 | 0 |
| | 2,000,000 | 40,712 | 40,712 | 0 | 0 |

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Putnam Convertible Income-Growth
Trust

| | | | | | |
|---|------------|---------|---------|---|---|
| Putnam Convertible Opportunities and Income Trust | 49,000 | 997 | 997 | 0 | 0 |
| Putnam High Income Convertible and Bond Fund | 300,000 | 6,106 | 6,106 | 0 | 0 |
| Raytheon Master Pension Trust | 529,000 | 10,768 | 10,768 | 0 | 0 |
| RBC Capital Services, Inc. c/o Forest Investment Mngt., L.L.C. | 20,000 | 407 | 407 | 0 | 0 |
| RJR Reynolds | 92,000 | 1,872 | 1,872 | 0 | 0 |
| Robertson Stephens | 6,000,000 | 122,137 | 122,137 | 0 | 0 |
| R ² Investments, LDC | 17,500,000 | 356,234 | 356,234 | 0 | 0 |
| San Diego County Employees Retirement Association | 2,100,000 | 42,748 | 42,748 | 0 | 0 |
| SG Cowen Securities Corporation | 2,000,000 | 40,712 | 40,712 | 0 | 0 |
| Shell Pension Trust | 428,000 | 8,712 | 8,712 | 0 | 0 |

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|---|-----------|---------|---------|---|---|
| Smithfield Trust Company | 10,000 | 203 | 203 | 0 | 0 |
| State of Maryland Retirement System | 2,509,000 | 51,073 | 51,073 | 0 | 0 |
| The City University of New York | 119,000 | 2,422 | 2,422 | 0 | 0 |
| The Grable Foundation | 91,000 | 1,852 | 1,852 | 0 | 0 |
| The Grady Hospital Foundation | 103,000 | 2,096 | 2,096 | 0 | 0 |
| Tribeca Investment LLC | 8,000,000 | 162,849 | 162,849 | 0 | 0 |
| University of Rochester | 19,000 | 386 | 386 | 0 | 0 |
| Viacom Inc. Pension Plan Master Trust | 47,000 | 956 | 956 | 0 | 0 |
| Zurich Master Hedge Fund c/o Forest Investment Mngt., L.L.C. | 100,000 | 2,035 | 2,035 | 0 | 0 |

- (1) Amounts indicated may be in excess of the total amount registered due to sales or transfers exempt from the registration requirements of the Securities Act since the date upon which the selling holders provided to us the information regarding their notes and common stock.
- (2) Unless otherwise noted, represents shares of common stock issuable upon conversion of notes.

With the exception of J.P. Morgan Securities, Inc., Lehman Brothers Inc. and Morgan Stanley & Co., none of the selling holders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years. J. P. Morgan Securities, Inc., Lehman Brothers Inc. and Morgan Stanley & Co. were initial purchasers of the notes. The selling holders purchased the notes in private transactions on or after December 13, 2000.

The date of this prospectus supplement is May 15, 2001.

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