

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following the table and related notes, appearing in the prospectus under the heading "Selling Securityholders" is superseded by the following table and related notes, and the following paragraph immediately following the table and related notes: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