

GILEAD SCIENCES INC  
Form FWP  
March 24, 2011

Issuer Free Writing Prospectus

March 23, 2011

Filed Pursuant to Rule 433

Registration No. 333-173006

**GILEAD SCIENCES, INC.**

**PRICING TERM SHEET**

**Dated March 23, 2011**

**\$1,000,000,000 4.50% Senior Notes due 2021**

<b>Issuer:</b>	Gilead Sciences, Inc.
<b>Principal Amount:</b>	\$1,000,000,000
<b>Title of Securities</b>	4.50% Senior Notes due 2021
<b>Trade Date</b>	March 23, 2011
<b>Original Issue Date (Settlement Date)</b>	March 30, 2011 (T+5)
<b>Maturity Date</b>	April 1, 2021
<b>Interest Rate</b>	4.50%
<b>Price to Public</b>	99.142%
<b>Yield to Maturity</b>	4.608%
<b>Spread to Benchmark Treasury</b>	T + 125 basis points
<b>Benchmark Treasury</b>	3 5/8% February 15, 2021
<b>Benchmark Treasury Price / Yield</b>	102-07+ / 3.358%
<b>Interest Payment Dates</b>	April 1 and October 1, commencing October 1, 2011
<b>Make-Whole Call</b>	At any time at a discount rate of Treasury plus 20 basis points
<b>Par Call</b>	On or after January 1, 2021
<b>CUSIP / ISIN</b>	375558 AQ6 / US375558AQ69
<b>Joint Book-Running Managers</b>	J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

**Co-Managers**

Morgan Stanley & Co. Incorporated  
Barclays Capital Inc.

Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

Leerink Swann LLC

It is expected that delivery of the notes will be made against payment therefor on or about March 30, 2011, which will be the fifth business day following the date of the pricing of the notes. Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing (and the following day) will be required, by virtue of the fact that the notes initially will settle in T+5, to specify alternative settlement arrangements to prevent a failed settlement.

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**The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533; Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or e-mail [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); or Morgan Stanley & Co. Incorporated, toll free at 1-866-718-1649.**