

GILEAD SCIENCES INC
Form FWP
September 10, 2015

Filed Pursuant to Rule 433
Registration No. 333-194298

GILEAD SCIENCES, INC.

PRICING TERM SHEET

Dated September 9, 2015

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| Issuer: | Gilead Sciences, Inc. |
| Current Ratings:* | A3 / A- |
| Title of Securities: | 1.850% Senior Notes due 2018 (the 2018 Notes) 2.550% Senior Notes due 2020 (the 2020 Notes) 3.250% Senior Notes due 2022 (the 2022 Notes) 3.650% Senior Notes due 2026 (the 2026 Notes) 4.600% Senior Notes due 2035 (the 2035 Notes) 4.750% Senior Notes due 2046 (the 2046 Notes) |
| Principal Amount: | 2018 Notes: \$1,000,000,000 2020 Notes: \$2,000,000,000 2022 Notes: \$1,000,000,000 2026 Notes: \$2,750,000,000 2035 Notes: \$1,000,000,000 2046 Notes: \$2,250,000,000 |
| Trade Date: | September 9, 2015 |
| Original Issue Date (Settlement Date): | September 14, 2015 |
| Maturity Date: | 2018 Notes: September 4, 2018 2020 Notes: September 1, 2020 |

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2022 Notes: September 1, 2022

2026 Notes: March 1, 2026

2035 Notes: September 1, 2035

2046 Notes: March 1, 2046

Interest Rate:

2018 Notes: 1.850%

2020 Notes: 2.550%

2022 Notes: 3.250%

2026 Notes: 3.650%

2035 Notes: 4.600%

2046 Notes: 4.750%

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| Price to Public: | 2018 Notes: 99.989% |
| | 2020 Notes: 99.820% |
| | 2022 Notes: 99.859% |
| | 2026 Notes: 99.596% |
| | 2035 Notes: 99.665% |
| | 2046 Notes: 99.587% |
| Yield to Maturity: | 2018 Notes: 1.854% |
| | 2020 Notes: 2.589% |
| | 2022 Notes: 3.273% |
| | 2026 Notes: 3.697% |
| | 2035 Notes: 4.626% |
| | 2046 Notes: 4.776% |
| Spread to Benchmark Treasury: | 2018 Notes: 80 basis points |
| | 2020 Notes: 105 basis points |
| | 2022 Notes: 135 basis points |
| | 2026 Notes: 150 basis points |
| | 2035 Notes: 165 basis points |
| | 2046 Notes: 180 basis points |
| Benchmark Treasury: | 2018 Notes: 1.000% due August 15, 2018 |
| | 2020 Notes: 1.375% due August 31, 2020 |
| | 2022 Notes: 1.875% due August 31, 2022 |
| | 2026 Notes: 2.000% due August 15, 2025 |
| | 2035 Notes: 3.000% due May 15, 2045 |
| | 2046 Notes: 3.000% due May 15, 2045 |
| Benchmark Treasury Price /Yield: | 2018 Notes: 99-27 / 1.054% |
| | 2020 Notes: 99-7 / 1.539% |

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2022 Notes: 99-22 / 1.923%

2026 Notes: 99-8 / 2.197%

2035 Notes: 100-15 / 2.976%

2046 Notes: 100-15 / 2.976%

Interest Payment Dates:

2018 Notes: March 4 and September 4, commencing March 4, 2016

2020 Notes: March 1 and September 1, commencing March 1, 2016

2022 Notes: March 1 and September 1, commencing March 1, 2016

2026 Notes: March 1 and September 1, commencing March 1, 2016

2035 Notes: March 1 and September 1, commencing March 1, 2016

2046 Notes: March 1 and September 1, commencing March 1, 2016

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| Make-Whole Call: | 2018 Notes: At any time at a discount rate of Treasury plus 12.5 basis points; |
| | 2020 Notes: At any time at a discount rate of Treasury plus 15 basis points; |
| | 2022 Notes: At any time prior to July 1, 2022 at a discount rate of Treasury plus 20 basis points; |
| | 2026 Notes: At any time prior to December 1, 2025 at a discount rate of Treasury plus 25 basis points; |
| | 2035 Notes: At any time prior to March 1, 2035 at a discount rate of Treasury plus 25 basis points; |
| | 2046 Notes: At any time prior to September 1, 2045 at a discount rate of Treasury plus 30 basis points; |
| Par Call: | 2022 Notes: On or after July 1, 2022 |
| | 2026 Notes: On or after December 1, 2025 |
| | 2035 Notes: On or after March 1, 2035 |
| | 2046 Notes: On or after September 1, 2045 |
| CUSIP / ISIN: | 2018 Notes: 375558 BE2 / US375558BE21 |
| | 2020 Notes: 375558 BB8 / US375558BB81 |
| | 2022 Notes: 375558 BC6 / US375558BC64 |
| | 2026 Notes: 375558 BF9 / US375558BF95 |
| | 2035 Notes: 375558 BG7 / US375558BG78 |
| | 2046 Notes: 375558 BD4 / US375558BD48 |
| Joint Book-Running Managers: | Merrill Lynch, Pierce, Fenner & Smith |
| | Incorporated |
| | J.P. Morgan Securities LLC |
| | Goldman, Sachs & Co. (2026 Notes and 2046 Notes) |
| | Barclays Capital Inc. (2026 Notes and 2046 Notes) |
| | Wells Fargo Securities, LLC (2020 Notes and 2035 Notes) |
| | HSBC Securities (USA) Inc. (2020 Notes and 2035 Notes) |

Co-Managers:

Morgan Stanley & Co. LLC (2018 Notes and 2022 Notes)

Mizuho Securities USA Inc. (2018 Notes and 2022 Notes)

RBC Capital Markets, LLC

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

Evercore Group L.L.C.

*** Note: a securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

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 website at 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or calling J.P. Morgan Securities LLC collect at 1-212-834-4533.

This pricing term sheet supplements the Preliminary Prospectus Supplement issued by Gilead Sciences, Inc. on September 9, 2015 relating to its Prospectus dated March 4, 2014.