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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): **February 1, 2022**

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**GILEAD SCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-19731**  
(Commission File No.)

**94-3047598**  
(IRS Employer  
Identification No.)

**333 Lakeside Drive, Foster City, California**  
(Address of Principal Executive Offices)

**94404**  
(Zip Code)

**650-574-3000**  
(Registrant's Telephone Number, Including Area Code)

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**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Each Exchange on Which Registered
<b>Common Stock, par value, \$0.001 per share</b>	<b>GILD</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**SECTION 2 – FINANCIAL INFORMATION**

**Item 2.02 Results of Operations and Financial Condition.**

On February 1, 2022, Gilead Sciences, Inc., a Delaware corporation (the “Company”), reached an agreement (the “Settlement”) with ViiV Healthcare Company, ViiV Healthcare UK (No.3) Limited, ViiV Healthcare UK Limited, Shionogi & Co., Ltd. and GlaxoSmithKline Mercury Limited (collectively, “ViiV”) for a global resolution of all pending or potential claims related to the Company’s sales of Biktarvy<sup>®</sup>, including the previously disclosed litigations pending in the U.S. District Court for the District of Delaware and other jurisdictions outside the United States.

Pursuant to the terms of the Settlement, ViiV grants Gilead a broad worldwide license and covenant not to sue relating to any past, present or future development or commercialization of bictegravir. In connection with the Settlement, the Company will (1) make a one-time payment to ViiV of \$1.25 billion in the first quarter of 2022,

and (2) provide ViiV an ongoing royalty at a rate of 3% on future sales of Biktarvy<sup>®</sup> and the bictegravir component of bictegravir-containing products in the United States until October 5, 2027. In connection with the Settlement, the Company has recorded a pre-tax charge of \$1.25 billion to Cost of goods sold for the fourth quarter of 2021.

The information in Item 2.02 of this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

#### **Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Any statements contained in this report except for historical information may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as “may,” “will,” “expect,” “believe,” “anticipate,” “hope,” “intend,” “plan,” “project,” “could,” “estimate,” or “continue” are intended to identify such forward-looking statements. These statements are based upon our current expectations and speak only as of the date hereof. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of numerous factors and uncertainties, including the risks and uncertainties described in our most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q and other documents filed with the Securities and Exchange Commission from time to time. We assume no obligation to update or revise forward-looking statements to reflect new events or circumstances.

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#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GILEAD SCIENCES, INC.**  
(Registrant)

/s/ Brett A. Pletcher

Brett A. Pletcher

EVP, Corporate Affairs, General Counsel and Corporate Secretary

Date: February 1, 2022

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