

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Gilead Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

94-3047598

(I.R.S. Employer Identification No.)

333 Lakeside Drive
Foster City, CA 94404

(Address of principal executive offices)

1991 Stock Option Plan
1995 Non-Employee Directors' Stock Option Plan
Employee Stock Purchase Plan

(Full title of the plans)

Mark L. Perry, Esq.
Senior Vice President, Chief Financial Officer and General Counsel
Gilead Sciences, Inc.
333 Lakeside Drive
Foster City, CA 94404
(650) 574-3000

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies to:
Julia L. Davidson, Esq.
Cooley Godward llp
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306
(650) 843-5000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Stock Options and Common Stock (par value \$.001)	4,030,000	\$72.00	\$290,160,000.00	\$80,664.48

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c). The price per share and aggregate offering price are based upon the closing sales price of Registrant's Common Stock on August 5, 1999 as reported on the Nasdaq National Market.

INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORMS S-8

The contents of Registration Statement on Form S-8 No. 33-46058 filed with the Securities and Exchange Commission on March 3, 1992 is incorporated by reference herein.

The contents of Registration Statement on Form S-8 No. 33-62060 filed with the Securities and Exchange Commission on May 3, 1993 is incorporated by reference herein.

The contents of Registration Statement on Form S-8 No. 33-81670 filed with the Securities and Exchange Commission on July 18, 1994 is incorporated by reference herein.

The contents of Registration Statement on Form S-8 No. 333-08083 filed with the Securities and Exchange Commission on July 12, 1996 is incorporated by reference herein.

The contents of Registration Statement on Form S-8 No. 333-08085 filed with the Securities and Exchange Commission on July 12, 1996 is incorporated by reference herein.

The contents of Registration Statement on Form S-8 No. 333-58893 filed with the Securities and Exchange Commission on July 10, 1998 is incorporated by reference herein.

EXHIBITS

EXHIBIT
NUMBER

- 3.1 (1) Certificate of Amendment to Restated Certificate of Incorporation of the Registrant
- 3.2 (2) Amended and Restated Certificate of Incorporation of the Registrant
- 3.3 (3) Bylaws of the Registrant, as amended and restated March 30, 1999
- 4.1 Reference is made to Exhibits 3.1, 3.2, and 3.3
- 4.2 (4) Rights Agreement dated as of November 21, 1994, between Registrant and First Interstate Bank, with exhibits
- 4.3 (4) Form of letter sent to Gilead Sciences, Inc. stockholders, dated December 14, 1994
- 4.4 (1) First Supplemental Indenture dated July 29, 1999 among IBJ Whitehall Bank & Trust Company, NeXstar Pharmaceuticals, Inc. and the Registrant to the Indenture dated July 31, 1997 between IBJ Whitehall Bank & Trust Company and NeXstar Pharmaceuticals, Inc.
- 4.5 (5) Indenture dated July 31, 1997 between IBJ Whitehall Bank & Trust Company and NeXstar Pharmaceuticals, Inc. for NeXstar's 6 1/4% Convertible Subordinated Debentures

- 5.1 Opinion of Cooley Godward LLP
- 23.1 Consent of Ernst & Young LLP, Independent Auditors
- 23.2 Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement
- 24.1 Power of Attorney is contained on the signature pages
- 99.1 (3) 1991 Stock Option Plan, as amended as of March 30, 1999
- 99.2 (3) Employee Stock Purchase Plan, as amended as of March 30, 1999
- 99.3 (6) 1995 Non-Employee Director's Stock Option Plan, as amended as of January 26, 1999

- (1) Filed as an exhibit to Registrant's Current Report on Form 8-K filed on August 6, 1999 and incorporated herein by reference.
- (2) Filed as an exhibit to Registrant's Registration Statement on Form S-8 (No. 33-46058) and incorporated herein by reference.
- (3) Filed as an exhibit to Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1998 and incorporated herein by reference.
- (4) Filed as an exhibit to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1994 and incorporated herein by reference.
- (5) Filed as an exhibit to NeXstar Pharmaceutical, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 1997 and incorporated herein by reference.
- (6) Filed as an exhibit to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on August 6, 1999.

GILEAD SCIENCES, INC.

By: /s/John C. Martin

 John C. Martin
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John C. Martin and Mark L. Perry, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of

them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ John C. Martin ----- John C. Martin	President, Chief Executive Officer and Director	August 6 , 1999
/s/ Mark L. Perry ----- Mark L. Perry	Senior Vice President, Chief Financial Officer and General Counsel	August 6 , 1999
/s/ Paul Berg ----- Paul Berg	Director	August 6 , 1999
/s/ Etienne F. Davignon ----- Etienne F. Davignon	Director	August 6 , 1999
/s/ James M. Denny, Sr. ----- James M. Denny, Sr.	Director	August 6 , 1999
/s/ Gordon E. Moore ----- Gordon E. Moore	Director	August 6 , 1999
/s/ Donald H. Rumsfeld ----- Donald H. Rumsfeld	Director	August 6 , 1999
/s/ George P. Shultz ----- George P. Shultz	Director	August 6 , 1999

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August 6, 1999

GILEAD SCIENCES, INC.
333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Gilead Sciences, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to Four Million Thirty Thousand (4,030,000) shares of the Company's Common Stock, \$.001 par value, (the "Shares") pursuant to its 1991 Stock Option Plan, its Employee Stock Purchase Plan and its 1995 Non-Employee Directors' Stock Option Plan (the "Plans").

In connection with this opinion, we have examined the Registration Statement and related Prospectus, your Certificate of Incorporation and Bylaws, as amended, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related Prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward llp

By: /s/ Julia L. Davidson

Julia L. Davidson

cc: Mark L. Perry
Senior Vice President, Chief Financial Officer and General Counsel
Gilead Sciences, Inc.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 1991 Stock Option Plan, 1995 Non-Employee Directors' Stock Option Plan and Employee Stock Purchase Plan of Gilead Sciences, Inc. of our report dated January 21, 1999, with respect to the consolidated financial statements of Gilead Sciences, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 1998 which is incorporated by reference in the Registration Statements (Form S-8 Nos. 33-46058 and 333-08083) filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Palo Alto, California
August 6, 1999