

GILEAD SCIENCES INC  
 Form 4  
 June 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARTIN JOHN C**

(Last) (First) (Middle)  
**GILEAD SCIENCES, INC., 333  
 LAKESIDE DRIVE**  
 (Street)

**FOSTER CITY, CA 94404**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GILEAD SCIENCES INC [GILD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/03/2013**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/03/2013		M		282,242 A \$ 7.6325	4,339,363	D
Common Stock	06/03/2013		S		28,200 D \$ 51.912 (3)	4,311,163	D
Common Stock	06/03/2013		S		225,700 D \$ 52.7984 (4)	4,085,463	D
Common Stock	06/03/2013		S		24,800 D \$ 53.992 (5)	4,060,663	D
Common Stock	06/03/2013		S		3,542 D \$ 54.5884	4,057,121	D

(6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Non-Qualified Stock option (right to buy)	\$ 7.6325	06/03/2013		M <sup>(1)</sup>	282,242	<sup>(2)</sup>	01/28/2014	Common Stock	28

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOHN C GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X		Chairman and CEO	

## Signatures

/s/ John C.  
Martin

06/05/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan.
- (2) The options have a five year vesting schedule. 20% vest on the first anniversary of the date of grant. The balance will vest 5% quarterly thereafter until fully vested.
- (3) Sale prices reported for the transactions reported here range from \$51.42 to \$52.42. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.

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- (4) Sale prices reported for the transactions reported here range from \$52.43 to \$53.41. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.
- (5) Sale prices reported for the transactions reported here range from \$53.46 to \$54.44. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.
- (6) Sale prices reported for the transactions reported here range from \$54.55 to \$54.59. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. left; text-indent: 15pt">We may sell the securities offered by this prospectus from time to time in one or more transactions, including without limitation:

to or through underwriters or dealers;

directly to one or more purchasers;

through agents; or

through a combination of any of these methods of sale.

We will identify the specific plan of distribution, including any underwriters, dealers or agents and their compensation in a prospectus supplement.

### LEGAL MATTERS

Unless otherwise indicated in the applicable prospectus supplement, the validity of the securities offered by this prospectus will be passed on for us by Jones Day as to New York law and by Faegre Baker Daniels LLP as to Indiana law.

### EXPERTS

The consolidated financial statements incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended October 1, 2017, and the effectiveness of the Company's internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference.

Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS*****Item 14. Other Expenses of Issuance and Distribution.***

The following table sets forth the estimated fees and expenses payable by us in connection with the offering of the securities being registered.

	<b>Amount</b>
SEC registration fee	\$(1)
Accounting fees and expenses	*
Transfer agent fees and expenses	*
Trustee fees and expenses	*
Legal fees and expenses	*
Printing expenses	*
Rating agency fees	*
Miscellaneous	*
Total	*

- (1) Pursuant to Rules 456(b) and 457(r) under the Securities Act, the registrant is deferring payment of the registration fee relating to the securities that are registered and available for sale under this registration statement.

\* These fees are calculated based on the amount of securities offered and/or the number of offerings and accordingly are not presently known and cannot be estimated at this time.

***Item 15. Indemnification of Directors and Officers.***

Chapter 37 of the Indiana Business Corporation Law (the "IBCL") requires a corporation, unless its articles of incorporation provide otherwise, to indemnify a director or an officer of the corporation who is wholly successful, on the merits or otherwise, in the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, against reasonable expenses, including counsel fees, incurred in connection with the proceeding.

The IBCL also permits a corporation to indemnify a director, officer, employee or agent who is made a party to a proceeding because the person is or was a director, officer, employee or agent of the corporation or its subsidiary against liability incurred in the proceeding if (i) the individual's conduct was in good faith and (ii) the individual reasonably believed (A) in the case of conduct in the individual's official capacity with the corporation that the conduct was in the corporation's best interests and (B) in all other cases that the individual's conduct was at least not opposed to the corporation's best interests and (iii) in the case of a criminal proceeding, the individual either (A) had reasonable cause to believe the individual's conduct was lawful or (B) had no reasonable cause to believe the individual's conduct was unlawful. The IBCL also permits a corporation, under certain circumstances, to pay for or reimburse reasonable expenses incurred before the final disposition of the proceeding and permits a court of competent jurisdiction to order a corporation to indemnify a director or officer if the court determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the person met the standards for indemnification otherwise provided in the IBCL.

Section 8.06 of Meritor's Amended and Restated Articles of Incorporation contain provisions authorizing, to the extent permitted under the IBCL and Meritor's Amended and Restated By-Laws, indemnification of directors and officers, including payment in advance of the final disposition of a proceeding of expenses reasonably

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incurred in defending an action and maintaining liability insurance on such directors and officers. Specifically, Meritor's Amended and Restated By-Laws provide that Meritor will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, formal or informal, by reason of the fact that such person is or was a director, officer, employee or agent of Meritor, or is or was serving at the request of Meritor as a director, officer, employee, agent, partner, trustee or member or in another authorized capacity of or for another corporation, unincorporated association, business trust, estate, partnership, trust, joint venture, individual, employee benefit plan or other legal entity, whether or not organized or formed for profit, against expenses (including attorney's fees) and judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of Meritor and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Meritor will pay, in advance of the final disposition of an action, the expenses reasonably incurred in defending such action by a person who may be entitled to indemnification. Meritor's Amended and Restated By-Laws also set forth particular procedures for submission and determination of claims for indemnification.

Meritor's directors and officers are insured against certain liabilities for actions taken in such capacities, including liabilities under the Securities Act.

Meritor and certain other persons may be entitled under agreements entered into with agents or underwriters to indemnification by such agents or underwriters against certain liabilities, including liabilities under the Securities Act, or to contribution with respect to payments that Meritor or such persons may be required to make in respect of such liabilities.

### *Item 16. Exhibits.*

The exhibits to this registration statement are listed in the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

### *Item 17. Undertakings.*

A. Each of the undersigned co-registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

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*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii), and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
  - (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities in a primary offering of securities of the registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any preliminary prospectus or prospectus of the registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the registrant or used or referred to by the registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the registrant or its securities provided by or on behalf of the registrant; and
  - (iv) Any other communication that is an offer in the offering made by the registrant to the purchaser.

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- (6) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (7) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**EXHIBIT INDEX**

- 1\* Form of Underwriting Agreement.
  
- 4.1 Amended and Restated Articles of Incorporation of Meritor, filed as Exhibit 3-a to Meritor's Annual Report on Form 10-K for the year ended September 30, 2015, is incorporated herein by reference.
  
- 4.2 Amended and Restated By-Laws of Meritor, filed as Exhibit 3-b to Meritor's Annual Report on Form 10-K for the year ended September 30, 2016, is incorporated herein by reference.
  
- 4.3 Form of Indenture between Meritor and U.S. Bank National Association, as trustee.
  
- 4.4\* Form of Debt Securities.
  
- 4.5\* Form of Subsidiary Guaranty.
  
- 4.6\* Form of any Articles of Amendment setting forth the preferences and rights with respect to any preferred stock issued hereunder.
  
- 4.7\* Form of Warrant Agreement for Debt Securities, including Warrant Certificate for Debt Securities.
  
- 4.8\* Form of Warrant Agreement for Common Stock, including Warrant Certificate for Common Stock.
  
- 4.9\* Form of Warrant Agreement for Preferred Stock, including Warrant Certificate for Preferred Stock.
  
- 5.1 Opinion of Jones Day.
  
- 5.2 Opinion of Faegre Baker Daniels LLP.
  
- 12 Computation of Ratio of Earnings to Fixed Charges, filed as Exhibit 12 to Meritor's Annual Report on Form 10-K for the year ended September 30, 2017, is incorporated herein by reference.
  
- 23.1 Consent of Deloitte & Touche LLP, independent registered public accounting firm.
  
- 23.2 Consent of Jones Day, contained in its opinion filed as Exhibit 5.1 to this registration statement.
  
- 23.3 Consent of Faegre Baker Daniels LLP, contained in its opinion filed as Exhibit 5.2 to this registration statement.
  
- 23.4 Consent of Bates White LLC.
  
- 23.5 Consent of April Miller Boise, Esq., Senior Vice President, General Counsel and Corporate Secretary of Meritor.
  
- 24.1 Power of Attorney authorizing certain persons to sign this registration statement on behalf of certain directors and officers of Meritor.

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24.2 Powers of Attorney authorizing certain persons to sign amendments and supplements to this registration statement on behalf of certain directors and officers of the guarantor subsidiaries of Meritor contained in the signature pages of this registration statement.

25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank National Association, as trustee under the indenture referenced in Exhibit 4.3 to this registration statement.

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\* To be filed by amendment or as an exhibit to a document to be incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR, INC.

By /s/ April Miller Boise  
April Miller Boise  
Senior Vice President, General Counsel  
and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the date set forth above by the following persons in the capacities indicated:

<b>Signature</b>	<b>Title</b>
Jeffrey A. Craig*	Chief Executive Officer (principal executive officer) and Director
William R. Newlin*	Chairman of the Board and Director
Jan A. Bertsch, Rhonda L. Brooks, Ivor J. Evans, William J. Lyons, Lloyd G. Trotter and Thomas L. Pajonas*	Directors
Kevin A. Nowlan*	Senior Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)

\*By /s/ April Miller Boise  
April Miller Boise  
Attorney-in-Fact\*\*

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\*\* By authority of the power of attorney filed as Exhibit 24.1 hereto  
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVIN HOLDINGS NETHERLANDS B.V.

By /s/ Mark Schaitkin  
Mark Schaitkin  
Managing Director

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark Schaitkin Mark Schaitkin	Principal Executive Officer, Managing Director and Authorized U.S. Representative	December 13, 2017
/s/ Arny Paul Liep Khie Nai-Chung-Tong Arny Paul Liep Khie Nai-Chung-Tong	Principal Financial Officer, Principal Accounting Officer and Managing Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVIN TECHNOLOGIES, INC.

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer) Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Scott M. Confer Scott M. Confer	Vice President, Assistant Secretary and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-9	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

#### ARVINMERITOR FILTERS OPERATING CO., LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer) Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-10	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVINMERITOR LIMITED

By /s/ Mark Schaitkin  
Mark Schaitkin  
Director

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	Director and Authorized U.S. Representative	December 13, 2017
/s/ Paul Bialy Paul Bialy	Director	December 13, 2017
/s/ Craig Schmitter Craig Schmitter	Director	December 13, 2017
/s/ Huw James Huw James	Secretary (principal executive, financial and accounting officer) and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVINMERITOR OE, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer) Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-12	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVINMERITOR SWEDEN AB

By /s/ Paul Bialy  
Paul Bialy  
Chairman

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
/s/ Paul Bialy Paul Bialy	Principal Executive Officer, Chairman and Director	December 13, 2017
/s/ Scott McGregor Scott McGregor	Principal Accounting Officer, Principal Financial Officer and Director	December 13, 2017
/s/ Joseph A. Plomin Joseph A. Plomin	Deputy and Director	December 13, 2017
/s/ Mark Schaitkin Mark Schaitkin II-13	Authorized U.S. Representative	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

ARVINMERITOR TECHNOLOGY, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Scott M. Confer Scott M. Confer	Vice President, Assistant Secretary and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-14	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

#### MERITOR AFTERMARKET USA, LLC

By /s/ Brett Penzkofer  
Brett Penzkofer  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Brett Penzkofer Brett Penzkofer	President (principal executive officer) and Director	December 13, 2017
/s/ Mark Schaitkin Mark Schaitkin	Vice President, Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-15	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR CAYMAN ISLANDS, LTD.

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer) Secretary, Director and Authorized U.S. Representative	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II	Vice President and Treasurer (principal financial officer)	December 13, 2017
/s/ Craig Schmitter Craig Schmitter II-16	Assistant Treasurer and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR ELECTRIC VEHICLES, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer)	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017
/s/ Brett L. Eilander Brett L. Eilander II-17	Vice President, Secretary and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR HEAVY VEHICLE BRAKING  
SYSTEMS (U.S.A.), LLC

By /s/ Chris Villavarayan  
Chris Villavarayan  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Chris Villavarayan Chris Villavarayan	President (principal executive officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II	Vice President and Treasurer (principal financial officer)	December 13, 2017
/s/ Mark Schaitkin Mark Schaitkin	Vice President, Secretary and Director	December 13, 2017
/s/ Brett L. Eilander Brett L. Eilander	Vice President, Assistant Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy II-18	Vice President, Controller (principal accounting officer) and Director	December 13, 2017

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

#### MERITOR HEAVY VEHICLE SYSTEMS, LLC

By /s/ Chris Villavarayan  
Chris Villavarayan  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Chris Villavarayan Chris Villavarayan	President (principal executive officer) and Director	December 13, 2017
/s/ Mark Schaitkin Mark Schaitkin	Vice President, Secretary and Director	December 13, 2017
/s/ Brett L. Eilander Brett L. Eilander	Vice President, Assistant Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President and Controller (principal accounting officer)	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-19	Vice President, Treasurer (principal accounting officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR HEAVY VEHICLE SYSTEMS  
(SINGAPORE) PTE., LTD.

By /s/ Daniel Etue  
Daniel Etue  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Daniel Etue Daniel Etue	President (principal executive officer) and Director	December 13, 2017
/s/ Mark Schaitkin Mark Schaitkin	Vice President, Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Brett L. Eilander Brett L. Eilander	Vice President, Assistant Secretary and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-20	Vice President and Treasurer (principal financial officer)	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR HEAVY VEHICLE SYSTEMS  
(VENEZUELA), INC.

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-21	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR HOLDINGS, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-22	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR, INC., A NEVADA CORPORATION

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-23	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR INTERNATIONAL HOLDINGS, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-24	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR LUXEMBOURG S.A.R.L.

By /s/ Mark Schaitkin  
Mark Schaitkin  
Manager (Gerant)

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	Manager (Gerant, principal executive officer), Director and Authorized U.S. Representative	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-25	Director (principal financial and accounting officer)	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR MANAGEMENT CORP.

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II II-26	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR NETHERLANDS B.V.

By /s/ Carl D. Anderson, II  
Carl D. Anderson, II  
Managing Director

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Carl D. Anderson, II Carl D. Anderson, II	Principal Executive Officer, Managing Director and Authorized U.S. Representative	December 13, 2017
/s/ Arny Paul Liep Khie Nai-Chung-Tong Arny Paul Liep Khie Nai-Chung-Tong	Principal Financial Officer, Principal Accounting Officer and Managing Director	December 13, 2017

II-27

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR SPECIALTY PRODUCTS LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, 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 on the date set forth below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer)	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President and Controller (principal accounting officer)	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017
/s/ Brett L. Eilander Brett L. Eilander	Vice President, Secretary and Director	December 13, 2017
/s/ Chris Villavarayan Chris Villavarayan II-28	Director	December 13, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 13th day of December, 2017.

MERITOR TECHNOLOGY, LLC

By /s/ Mark Schaitkin  
Mark Schaitkin  
President and Secretary

Each person whose signature appears below hereby constitutes and appoints Jeffrey A. Craig, Kevin A. Nowlan and April Miller Boise, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, and with full power to them and each of them, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements 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, and hereby grants to such attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark Schaitkin Mark Schaitkin	President (principal executive officer), Secretary and Director	December 13, 2017
/s/ Paul Bialy Paul Bialy	Vice President, Controller (principal accounting officer) and Director	December 13, 2017
/s/ Carl D. Anderson, II Carl D. Anderson, II	Vice President, Treasurer (principal financial officer) and Director	December 13, 2017
/s/ Scott M. Confer Scott M. Confer II-29	Vice President, Assistant Secretary and Director	December 13, 2017

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