

GALAPAGOS NV
Form SC 13G
January 27, 2016

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. __)*

GALAPAGOS NV
(Name of Issuer)
Ordinary Shares, no par value per share
(Title of Class of Securities)
36315X101
(CUSIP Number)
January 19, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 36315X101

13G

Page 2 of 2 Pages

1 NAMES OF REPORTING PERSONS

Gilead Sciences, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6,760,701
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,760,701
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,760,701

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.8%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1

(a) Name of Issuer:

The name of the issuer is Galapagos NV (the Issuer).

(b) Address of Issuer s Principal Executive Offices:

The Issuer s principal executive offices are located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium.

Item 2

(a) Name of Person Filing:

This statement is filed by Gilead Sciences, Inc.

(b) Address of Principal Business Office:

The address of the principal business office of the Reporting Person is 333 Lakeside Drive, Foster City, California, 94404.

(c) Citizenship:

The Reporting Person is organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

Ordinary shares, no par value per share.

(e) CUSIP No.:

36315X101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (a) Amount beneficially owned: See Item 9 of the cover page.
- (b) Percent of class: See Item 11 of the cover page.
- (c)
 - (i) Sole power to vote or direct the vote: See Item 5 of the cover page.
 - (ii) Shared power to vote or direct the vote: See Item 6 of the cover page.
 - (iii) Sole power to dispose or direct the disposition: See Item 7 of the cover page.
 - (iv) Share power to dispose or direct the disposition: See Item 8 of the cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Gilead Biopharmaceutics Ireland Unlimited Company.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 27, 2016

GILEAD SCIENCES, INC.

By: /s/ Brett A. Pletcher
Name: Brett A. Pletcher
Title: Executive Vice President, General
Counsel and Corporate Secretary