

1745 Copperleaf Ct  
Concord, CA 94518  
December 4, 2020

Via email [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)  
U.S. Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
100 F Street, NE, Washington, DC 20549-2736

**Re: Shareholder Proposals to Gilead Sciences' 2020 & 2021 Meetings**

Ladies and Gentlemen:

I was shocked to receive the Skadden, Arps, Slate, Meagher & Flom LLP letter of December 3, 2020 for Gilead Sciences, Inc. to exclude my proposal from the 2021 shareholders meeting. Rather than to rebut the letter's baseless base for exclusion, the letter in its entirety should be dismissed because Gilead Sciences violated shareholder's right to submit proposals.

In my letter to Brett Pletcher, EVP, Corporate Affairs, General Counsel and Corporate Secretary of Gilead Sciences on September 24, 2020, I stated: "Per our email communications on April 3, 2020, I am sending the proposal to you and Amy Kim directly today. I also mailed one through the post mail today. The proposal is the same as the proposal I submitted last year, with some updates in the supporting statement only." Please read enclosed the record of the email communications and other materials.

I submitted a proposal to Gilead Sciences' 2020 stockholders meeting on November 13, 2019 via email, post mail and certified mail. The record showed that my email was received by Gilead Sciences, and the attached USPS records show that my certified mail was delivered to Gilead Sciences on Nov. 15, 2019.

On April 2, 2020 Mr. Pletcher denied that Gilead Sciences received my proposal but offered: "As a courtesy, we can consider your proposal submitted for the 2021 Annual Meeting." Since submitting a proposal for the 2021 Annual Meeting is a shareholder's right, not anyone's courtesy, the only meaning of Mr. Pletcher's "courtesy" is to put my proposal to vote for the 2021 Annual Meeting.

So I accepted his courtesy and replied on April 3, 2020: "Nonetheless, let's work forward to solve this problem." "If I give up the chance to submit a new proposal to 2021 shareholders meeting and let my 2020 proposal to be voted in 2021, because the situation will be completely different next year, can I add,

or will Gilead add some explanation to my proposal?”

On April 3, 2020 Mr. Pletcher agreed to let my 2020 proposal to be voted in 2021: “I agree with you that we should work forward.”

Please also see my email communication with Mr. John Chevedden on April 3, 2020: “Gilead said they will include my proposal to 2021 meeting. So I agreed not to report to the SEC.”

Now, from the Skadden letter of December 3, 2020, it is clear that from beginning on November 13, 2019 until yesterday on December 3, 2020, Mr. Pletcher/Gilead Sciences intentionally cheated me to give up my right to submit a proposal for 2020 meeting and to submit the same proposal for 2021 meeting to be excluded.

Gilead Sciences must restore a shareholder’s right to submit proposals. I respectfully request Gilead Sciences: first, put the proposal I submitted on November 13, 1919 to vote; second, restore my right to submit a new proposal to replace the proposal I submitted on September 24, 2020 because the world, including Gilead Sciences, has completely changed since November 13, 2019.

Should you have any questions, please contact me at [zhao.cpri@gmail.com](mailto:zhao.cpri@gmail.com) or 925-643-5034.

Respectfully,



Jing Zhao

Enclosures: gilead\_proposal\_2020, Unique-06312407-11-13-2019\_14\_50\_59\_CST, Track Your USPS Package!, Gmail - Proposal to 2020 Stockholders Meeting, Gilead meeting (GILD)

Cc: Brett Pletcher [Brett.Pletcher@gilead.com](mailto:Brett.Pletcher@gilead.com) , Amy Kim [Amy.Kim@gilead.com](mailto:Amy.Kim@gilead.com) , Gerber, Marc S [Marc.Gerber@skadden.com](mailto:Marc.Gerber@skadden.com), Ganem, Hagen J [Hagen.Ganem@skadden.com](mailto:Hagen.Ganem@skadden.com)

1745 Copperleaf Ct  
Concord, CA 94519  
November 13, 2019

Corporate Secretary  
Gilead Sciences, Inc.  
333 Lakeside Drive  
Foster City, California 94404  
(via certified mail & investor\_relations@gilead.com)

Re: Proposal to 2020 Stockholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our company's proxy materials for the 2020 annual meeting of stockholders and a letter confirming my shares. I will continuously hold these shares through the 2020 annual meeting of stockholders.

I would request that you provide an email to receive proposals from stockholders.

Should you have any questions, please contact me at [zhao.cpri@gmail.com](mailto:zhao.cpri@gmail.com) or 1-925-643-5034.

Yours truly,



Jing Zhao

Enclosure: Stockholder proposal  
Letter of shares

## **Stockholder Proposal on CEO Pay Ratio**

Resolved: stockholders recommend that Gilead Sciences, Inc. (the Company) reduce the CEO Pay Ratio by 5-10% each year until it reaches 20 to 1.

### **Supporting Statement**

Section 953(b) of the Dodd-Frank Act directed the SEC to amend Item 402 of Regulation S-K to require each company to disclose the annual total compensation of the CEO, the median of the annual total compensation of all employees (except the CEO), and the ratio of these two amounts (CEO pay ratio). In 2018, the Company's CEO pay ratio was 158 to 1 (2019 Notice of Annual Meeting of Stockholders and Proxy Statement p. 75), from 94 to 1 in 2017 (Notice of Annual Meeting of Stockholders and Proxy Statement 2018 p. 73). Compared with big European and Japanese companies where the CEO pay ratios are less than 20 to 1, America's CEOs are overpaid too much.

Nationwide, "Median compensation for 132 chief executives of S&P 500 companies reached \$12.4 million in 2018, up from \$11.7 million for the same group in 2017, according to a Wall Street Journal analysis." (March 17, 2019). "CEOs rake in 940% more than 40 years ago, while average workers earn 12% more" (CBSNEWS August 14, 2019). America's ballooning executive compensation is not sustainable for the economy.

It is time for American executives as citizens to take the social responsibility on their own initiative rather than to be forced to do so by the public, such as United States Senator Elizabeth Warren's plan "transforming large American companies by letting their workers elect at least 40% of the company's board members to give them a powerful voice in decisions about wages."

The Company's board of directors has the flexibility to implement this proposal, such as including representatives from employees to the Compensation Committee rather than relying on a compensation consulting firm, which is paid by the Company.

11/13/2019

Jing Zhao  
1745 Copperleaf Ct  
Concord, CA 94519

Re: Your TD Ameritrade Account Ending in 6640

Dear Jing Zhao,

Thank you for allowing me to assist you today. As you requested, this letter is to confirm you have continuously held 40 shares of Gilead Sciences, Inc. (GILD) since May 11, 2018 and continue to hold this position today.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeremy Carrasco', with a horizontal line extending to the right.

Jeremy Carrasco  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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[USPS \(index.php?shipper=usps\)](#)

[FedEx \(index.php?shipper=fedex\)](#)

[UPS \(index.php?shipper=ups\)](#)

[Amazon \(index.php?shipper=amazon\)](#)

[DHL \(index.php?shipper=dhl\)](#)

[All Carriers \(index.php?shipper=default\)](#)

Your item has been delivered to an agent at 10:07 am on November 15, 2019 in SAN MATEO, CA 9



**TRACKING NUMBER**

70161370000115735968

**ORIGIN**

CONCORD, CA

**DESTINATION**

SAN MATEO, CA

**Package Transaction Detail**

- Out for Delivery, November 15, 2019, 7:10 am CA , US 94404
- Arrived at Unit, November 15, 2019, 6:28 am CA , US 94402
- Departed USPS Regional Facility, November 14, 2019, 2:07 pm , US
- Arrived at USPS Regional Facility, November 14, 2019, 10:08 am , US
- Arrived at USPS Regional Origin Facility, November 13, 2019, 10:03 pm , US
- Departed Post Office, November 13, 2019, 5:09 pm CA , US 94520
- USPS in possession of item, November 13, 2019, 5:00 pm CA , US 94520

QuickPackageTracking.com can help you track any shipment from top carriers such as USPS, UPS, Fedex, DHL and many more. Get detailed shipping information and real-time tracking updates so that you never miss a delivery again. With our all-in-one solution you never have to worry about where your package is or when it will be delivered. From the time you place your online shopping order to the time it arrives at your doorstep, we're here to provide the latest tracking information.

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- **UPS** [www.ups.com \(http://www.ups.com\)](http://www.ups.com)
- **Fedex** [www.fedex.com \(https://www.fedex.com\)](https://www.fedex.com)
- **DHL** [www.dhl.com \(http://www.dhl.com\)](http://www.dhl.com)

**Tracking Number Samples**

Enter label numbers, spaces optional, for items using these services

SERVICE	SAMPLE TRACKING NUMBER FORMAT
<b>USPS®</b>	0300 0000 0000 0000 0000 9400 0000 0000 0000 0000 00
<b>FedEx®</b>	9999 9999 9999 9999 9999 9999 999
<b>UPS®</b>	1Z9999999999999999 9999999999999999 T9999999999999999 9999999999
<b>DHL®</b>	125 12345678
<b>USPS® Priority Mail Express International™</b>	CP 000 000 000 US
<b>USPS® Priority Mail International® CP</b>	CP 000 000 000 US
<b>USPS® Certified Mail®</b>	7000 0000 0000 0000 0000 9407 1000 0000 0000 0000 00
<b>USPS® Priority Mail Express™</b>	EA 000 000 000 US 9270 1000 0000 0000 0000 00
<b>USPS® Priority Mail®</b>	1400 0000 0000 0000 0000



## Package Tracking Made Easy

Need to learn the status of your shipment, find a package, or get proof of delivery? That's where we come in. Use our website to get easy package tracking and ship location services for regional, national and international shipping providers.



## Manage Online Shopping

More and more people are starting to do their shopping online, saving time and money. However, managing all of your shipments can be tough, especially if you deal with multiple shipping providers. Save yourself the headache and use our website to track all packages from all major carriers.



## Track Packages Efficiently

If your trying to manage all of your packages using emails, you may end up with links that don't work. Not to mention, entering in your tracking numbers at different websites can stress you out, especially if you forgot which shipper you used. We solved this issue by allowing you to enter your tracking number and get your result real-time. Don't know which shipping company has your package? No worries. We offer smart auto-detect technology that will quickly determine the shipper based tracking number.

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JING ZHAO &lt;zhaoc.pri@gmail.com&gt;

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## Proposal to 2020 Stockholders Meeting

7 messages

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**JING ZHAO** <zhaoc.pri@gmail.com>  
To: investor\_relations@gilead.com

Wed, Nov 13, 2019 at 5:26 PM


Please forward the attached letters to the Corporate Secretary.

Thank you.  
Jing Zhao  
US-Japan-China Comparative Policy Research Institute

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### 2 attachments

 **gilead\_proposal\_2020.pdf**  
18K

 **Unique-06312407-11-13-2019\_14\_50\_59\_CST.pdf**  
24K

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**JING ZHAO** <zhaoc.pri@gmail.com>  
To: investor\_relations@gilead.com

Wed, Apr 1, 2020 at 2:28 PM

Hello,

Please confirm that you received my certified mail and email on November 13, 2019.

Thank you.


Jing Zhao  
US-Japan-China Comparative Policy Research Institute

[Quoted text hidden]

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### 2 attachments

 **gilead\_proposal\_2020.pdf**  
18K

 **Unique-06312407-11-13-2019\_14\_50\_59\_CST.pdf**  
24K

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**JING ZHAO** <zhaoc.pri@gmail.com>  
To: brett.pletcher@gilead.com, Amy.Kim@gilead.com, Marissa.Song@gilead.com

Thu, Apr 2, 2020 at 1:41 PM

Dear Mr. Brett A. Pletcher:

I talked to you when I read McRitchie's Right to Act by Written Consent proposal in 2016, Chevedden's Independent Chair proposals in 2018 and 2019.


I haven't received any communication from Gilead since I submitted my proposal on November 13, 2019. Would you please let me know what is the status of my proposal?

[Quoted text hidden]

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### 2 attachments

 **gilead\_proposal\_2020.pdf**  
18K

 **Unique-06312407-11-13-2019\_14\_50\_59\_CST.pdf**  
24K

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**Brett Pletcher** <Brett.Pletcher@gilead.com>  
To: JING ZHAO <zhaoc.pri@gmail.com>  
Cc: Amy Kim <Amy.Kim@gilead.com>

Thu, Apr 2, 2020 at 9:21 PM

Dear Mr. Zhao,

We have reviewed our files, and we have no record of receiving any documents by mail, email or any other submission in the manner described in the proxy statement by the deadline for inclusion in our proxy statement for our 2020 Annual Meeting of Stockholders.

As a courtesy, we can consider your proposal submitted for the 2021 Annual Meeting.

Sincerely,

Brett Pletcher  
EVP, Corporate Affairs, General Counsel and Corporate Secretary  
Gilead Sciences | Office: 1 (650) 522 6219

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[Quoted text hidden]

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**JING ZHAO** <zhaoc.pri@gmail.com>  
To: Brett Pletcher <Brett.Pletcher@gilead.com>  
Cc: Amy Kim <Amy.Kim@gilead.com>

Fri, Apr 3, 2020 at 2:01 PM

Dear Mr. Pletcher,

Thank you for your reply.

I sent my proposal via certified mail and regular mail and email on Nov.13, 2019. Please see the attached USPS records, which show that my mail was delivered on Nov. 15, 2019.

My email history showed that I have successfully sent my proposal to [investor\\_relations@gilead.com](mailto:investor_relations@gilead.com)

In my letter, I specifically wrote: "I would request that you provide an email to receive proposals from stockholders."

Communication with shareholders is very important for every company. I don't know why Gilead failed to receive shareholders' mails and emails.

Nonetheless, let's work forward to solve this problem.

First, is it still possible to include my proposal to the proxy statement this year?

Second, If I give up the chance to submit a new proposal to 2021 shareholders meeting and let my 2020 proposal to be voted in 2021, because the situation will be completely different next year, can I add, or will Gilead add some explanation to my proposal?

Sincerely yours,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

[Quoted text hidden]

**2 attachments****USPS certified mail.jpg**  
281K**Track Your USPS Package!.pdf**  
157K

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**Brett Pletcher** <Brett.Pletcher@gilead.com>

Fri, Apr 3, 2020 at 4:33 PM

To: JING ZHAO &lt;zhaoc.pri@gmail.com&gt;

Cc: Amy Kim &lt;Amy.Kim@gilead.com&gt;

Dear Mr. Zhao,

Thank you for sending the attachments to your email. This year we received six proposals (one with multiple co-filers) and were able to engage with each of the proponents last fall and early this year. Rather than speculate as to why the materials were not received, I agree with you that we should work forward. As you may know, the proxy statement for this year's annual meeting already has been filed with the SEC, printed and mailed. There would be significant costs borne by stockholders to add your proposal to the proxy statement for the 2020 annual meeting, so that is not a viable option.

I respect your desire for flexibility to submit a different proposal for the 2021 annual meeting, as circumstances may change. Accordingly, we will disregard the current submission. However, to avoid this circumstance from arising next year, we will permit you to submit a proposal for the 2021 annual meeting by emailing the proposal directly to me and Amy Kim, subject to the deadline for submitting proposals set forth in the proxy statement. This will ensure that any proposal you submit for next year's annual meeting receives our prompt attention. Please also follow up promptly if you do not hear from us.

I hope you and your family are staying safe during these uncertain times.

Brett Pletcher  
EVP, Corporate Affairs, General Counsel and Corporate Secretary  
Gilead Sciences | Office: 1 (650) 522 6219

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From: JING ZHAO <zhaoc.pri@gmail.com>  
Date: Friday, April 3, 2020 at 2:01 PM  
To: Brett Pletcher <Brett.Pletcher@gilead.com>  
Cc: Amy Kim <Amy.Kim@gilead.com>  
Subject: Re: [EXTERNAL] Fwd: Proposal to 2020 Stockholders Meeting

Dear Mr. Pletcher,

Thank you for your reply.

I sent my proposal via certified mail and regular mail and email on Nov.13, 2019. Please see the attached USPS records, which show that my mail was delivered on Nov. 15, 2019.

My email history showed that I have successfully sent my proposal to [investor\\_relations@gilead.com](mailto:investor_relations@gilead.com) <[mailto:investor\\_relations@gilead.com](mailto:investor_relations@gilead.com)>

In my letter, I specifically wrote: "I would request that you provide an email to receive proposals from stockholders."

Communication with shareholders is very important for every company. I don't know why Gilead failed to receive shareholders' mails and emails.

Nonetheless, let's work forward to solve this problem.

First, is it still possible to include my proposal to the proxy statement this year?

Second, If I give up the chance to submit a new proposal to 2021 shareholders meeting and let my 2020 proposal to be voted in 2021, because the situation will be completely different next year, can I add, or will Gilead add some explanation to my proposal?

Sincerely yours,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Thu, Apr 2, 2020 at 9:22 PM Brett Pletcher <[Brett.Pletcher@gilead.com](mailto:Brett.Pletcher@gilead.com)<mailto:[Brett.Pletcher@gilead.com](mailto:Brett.Pletcher@gilead.com)>> wrote:  
Dear Mr. Zhao,

We have reviewed our files, and we have no record of receiving any documents by mail, email or any other submission in the manner described in the proxy statement by the deadline for inclusion in our proxy statement for our 2020 Annual Meeting of Stockholders.

As a courtesy, we can consider your proposal submitted for the 2021 Annual Meeting.

Sincerely,

Brett Pletcher  
EVP, Corporate Affairs, General Counsel and Corporate Secretary  
Gilead Sciences | Office: 1 (650) 522 6219

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**JING ZHAO** <[zhao.cpri@gmail.com](mailto:zhao.cpri@gmail.com)>  
To: "John C." <[jr7cheve7@earthlink.net](mailto:jr7cheve7@earthlink.net)>

Sat, Apr 4, 2020 at 5:18 PM

[Quoted text hidden]



JING ZHAO &lt;zhaoc.pri@gmail.com&gt;

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**Gilead meeting (GILD)**

2 messages

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**John Chevedden** <jr7cheve7@earthlink.net>Fri, Apr 3, 2020 at  
8:16 PM

To: JING ZHAO &lt;zhaoc.pri@gmail.com&gt;

Jing,

I would report it to the SEC and only address  
future communication to the SEC with a copy to  
GILD.

What kind of proof do you have of sending your  
proposal to GILD.

John

Office of Chief

Counsel <[shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)>

Division of Corporation Finance

Securities and Exchange Commission

[100 F Street, NE](#)

Washington, DC 20549

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**JING ZHAO** <zhaoc.pri@gmail.com>Fri, Apr 3, 2020 at 8:24  
PM

To: John Chevedden &lt;jr7cheve7@earthlink.net&gt;

John,

Please see attached the USPS records.

Gilead said they will include my proposal to 2021 meeting. So I agreed not to report to the SEC.

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

[Quoted text hidden]

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**2 attachments**



**USPS certified mail.jpg**  
281K



**Track Your USPS Package!.pdf**  
157K