

CV THERAPEUTICS INC  
Form SC TO-C  
March 12, 2009

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **Schedule TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**CV Therapeutics, Inc.**

**(Name of Subject Company (Issuer))**

**Apex Merger Sub, Inc. (Offeror)**

**Gilead Sciences, Inc. (Parent of Offeror)**

**(Names of Filing Persons)**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

**126667104**

**(CUSIP Number of Class of Securities)**

**Gregg H. Alton, Esq.**

**Senior Vice President and General Counsel**

**Gilead Sciences, Inc.**

**333 Lakeside Drive**

**Foster City, California 94404**

**Tel: (650) 574-3000**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*

**David A. Lipkin, Esq.**

**Michelle Sonu Park, Esq.**

**Brandee L. Shtevi, Esq.**

**Cooley Godward Kronish LLP**

**Five Palo Alto Square**

**3000 El Camino Real**

**Palo Alto, CA 94306-2155**

**Tel: (650) 843-5000**

**Fax: (650) 849-7400**

**CALCULATION OF FILING FEE**

**Transaction Valuation  
Not Applicable**

**Amount of Filing Fee  
Not Applicable**

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the form or schedule and the date of its filing.

## Edgar Filing: CV THERAPEUTICS INC - Form SC TO-C

☒ Check the box if the filing relates to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third-party tender offer subject to Rule 14d-1.

☐ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.

☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Joint Press Release, issued by Gilead Sciences, Inc. and CV Therapeutics, Inc. on March 12, 2009
99.2	Transcript of conference call, March 12, 2009