

Pharmasset Inc  
Form POS AM  
January 18, 2012

As filed with the Securities and Exchange Commission on January 18, 2012

Registration No. 333-151749

Registration No. 333-164550

Registration No. 333-164744

Registration No. 333-171750

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT NO. 333-151749**  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT NO. 333-164550**  
**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT NO. 333-164744**  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT NO. 333-171750**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**PHARMASSET INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**98-0406340**

(I.R.S. Employer Identification Number)

**303-A College Road East**

**Princeton, New Jersey 08540**

**(609) 613-4100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edgar Filing: Pharmasset Inc - Form POS AM

**Brett A. Pletcher, Esq.**

**Senior Vice President and General Counsel**

**Gilead Sciences, Inc.**

**333 Lakeside Drive**

**Foster City, California 94404**

**(650) 574-3000**

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

*Copy to:*

**Franklin M. Gittes, Esq.**

**Stephen F. Arcano, Esq.**

**Brandon Van Dyke, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

**New York, New York 10036**

**(212) 735-3000**

Approximate date of commencement of proposed sale to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

## Edgar Filing: Pharmasset Inc - Form POS AM

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

**This Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 listed above shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(c) of the Securities Act of 1933, as amended, may determine.**

**EXPLANATORY NOTE**

On January 17, 2012, pursuant to an Agreement and Plan of Merger, dated as of November 21, 2011 (the "Merger Agreement") among Pharmasset, Inc. (the "Company"), Gilead Sciences, Inc., a Delaware corporation ("Gilead"), and Royal Merger Sub Inc., a Delaware corporation and direct wholly-owned subsidiary of Gilead (the rights of which thereunder were assigned to Royal Merger Sub II Inc., a Delaware corporation and indirect wholly-owned subsidiary of Gilead ("Merger Sub II"), on January 12, 2012), Merger Sub II merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of Gilead. In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statements on Form S-3 (File Nos. 333-151749, 333-164550, 333-164744 and 333-171750), each as amended (the "Registration Statements").

This Post-Effective Amendment No. 1 to the Registration Statements is being filed solely for the purpose of deregistering any and all securities registered under the Registration Statements that remain unsold.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Foster City, state of California, on January 18, 2012.

**PHARMASSET, INC.**

By: /s/ John F. Milligan, Ph.D.  
Name: John F. Milligan, Ph.D.  
Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John F. Milligan, Ph.D.	President and Director	January 18, 2012
John F. Milligan, Ph.D.		
/s/ Robin L. Washington	Chief Financial Officer and Director	January 18, 2012
Robin L. Washington		
/s/ Brett A. Pletcher	Secretary and Director	January 18, 2012
Brett A. Pletcher		