
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
February 15, 2018

Pacific Biosciences of California, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34899
(Commission
File Number)

16-1590339
(IRS Employer
Identification No.)

1305 O'Brien Drive
Menlo Park, California 94025
(Address of principal executive offices, including zip code)

(650) 521-8000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

Pursuant to that certain underwriting agreement dated February 13, 2018 (the "Underwriting Agreement"), by and between Pacific Biosciences of California, Inc. (the "Company") and Cantor Fitzgerald & Co., as representative of the several underwriters named in Schedule A thereto (the "Underwriters") relating to the public offering (the "Offering") of 12,500,000 shares of the Company's common stock, \$0.001 par value per share (the "Common Stock"), at a price to the public of \$2.40 per share, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,875,000 shares of Common Stock (the "Option Shares"). The Underwriters notified the Company of the exercise in full of their option to purchase the additional shares on February 15, 2018, and the sale of shares of Common Stock subject to such option, closed on February 20, 2018. The net proceeds to the Company from the sale of the Option Shares, after deducting the underwriting discount and estimated offering expenses payable by the Company, are expected to be approximately \$4.3 million.

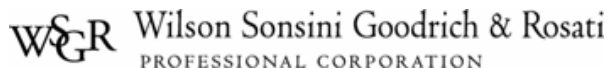
The shares of Common Stock are being offered and sold pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-219642) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission (the "SEC") on August 18, 2017, as supplemented by a preliminary prospectus supplement, dated February 12, 2018, and a final prospectus supplement, dated February 13, 2018, filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

In connection with the sale of the Option Shares, the legal opinion as to the legality of the Common Stock sold is being filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated herein and into the Registration Statement by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, P.C.</u>
23.1	<u>Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).</u>



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www.wsgr.com

February 20, 2018

Pacific Biosciences of California, Inc.
1305 O'Brien Drive
Menlo Park, CA 94025

Ladies and Gentlemen:

We have acted as counsel to Pacific Biosciences of California, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (Registration No. 333-219642), as amended (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), and declared effective on August 18, 2017. Pursuant to the Registration Statement, the Company has issued and sold 1,875,000 shares of its common stock \$0.001 par value per share (the "Shares") pursuant to that certain underwriting agreement, dated February 13, 2018 (the "Underwriting Agreement"), by and between the Company and Cantor Fitzgerald & Co., as representative of the several underwriters named in Schedule A thereto.

We have examined the Registration Statement, together with the documents incorporated by reference therein; the related prospectus, dated August 18, 2017, filed with the Registration Statement (the "Base Prospectus"); the preliminary prospectus supplement, dated February 12, 2018, in the form filed with the Commission pursuant to Rule 424(b) of the Act relating to the offering of the Shares; and the final prospectus supplement, dated February 13, 2018, in the form filed with the Commission pursuant to Rule 424(b) of the Act relating to the offering of the Shares (together with the Base Prospectus, the "Prospectus"). In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such other instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) the Underwriting Agreement has been duly authorized and validly executed and delivered by the parties thereto (other than the Company); (v) that the shares of Common Stock will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus; and (vi) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Pacific Biosciences of California, Inc.
February 20, 2018
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We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

We express no opinion as to (i) the effect of any bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other similar laws relating to or affecting the rights of creditors generally, (ii) rights to indemnification and contribution which may be limited by applicable law or equitable principles, or (iii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, the effect of judicial discretion and the possible unavailability of specific performance, injunctive relief or other equitable relief, and the limitations on rights of acceleration, whether considered in a proceeding in equity or at law.

On the basis of the foregoing, we are of the opinion that the Shares, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Current Report on Form 8-K dated as of the date hereof filed by the Company and incorporated by reference into the Registration Statement and to the use of our name wherever it appears in the Registration Statement, the Prospectus and in any amendment or supplement thereto. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation