
**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)
April 27, 2011**

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.)

**1380 Willow Road
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))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On April 27, 2011, Pacific Biosciences of California, Inc. announced its financial results for the quarter ended March 31, 2011. A copy of the press release containing the announcement is included as Exhibit 99.1 and is incorporated herein by reference.

This information is intended to be furnished under Item 2.02 of Form 8-K, "Results of Operations and Financial Condition" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 7.01. REGULATION FD DISCLOSURE

On April 27, 2011, Pacific Biosciences of California, Inc. announced the initial commercial shipments of its PacBio RS Instrument, the Company's first commercial product. A copy of the press release containing the announcement is included as Exhibit 99.2 and is incorporated herein by reference.

This information is intended to be furnished under Item 7.01 of Form 8-K, "Regulation FD Disclosure" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 27, 2011 titled "Pacific Biosciences of California Announces First Quarter Financial Results" (furnished and not filed herewith solely pursuant to Item 2.02).
99.2	Press Release dated April 27, 2011 titled "Pacific Biosciences Begins Shipments of Commercial PacBio RS Systems" (furnished and not filed herewith solely pursuant to Item 7.01).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pacific Biosciences of California, Inc.

By: _____ /s/ SUSAN K. BARNES
Susan K. Barnes
Senior Vice President and Chief Financial Officer

Date: April 27, 2011

EXHIBIT INDEX

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99.2	Press Release dated April 27, 2011 titled "Pacific Biosciences Begins Shipments of Commercial PacBio <i>RS</i> Systems" (furnished and not filed herewith solely pursuant to Item 7.01).

Pacific Biosciences of California, Inc. Announces First Quarter Financial Results

Menlo Park, Calif. - April 27, 2011 - (*Globe Newswire*) – Pacific Biosciences of California, Inc. (Nasdaq: PACB) today announced financial results for the quarter ended March 31, 2011.

First Quarter 2011 Financial Highlights:

During the first quarter of 2011, the Company recorded a net loss of \$34.8 million, or \$0.66 non-GAAP pro forma net loss per share (\$0.66 GAAP net loss per share). The Company continued commercial production of the PacBio RS during the first quarter of 2011, investing \$6.7 million in commercial inventories comprised of PacBio instruments and consumable products including SMRT cells and reagents. Reductions in discretionary research and development spending resulted in a \$1.6 million improvement in net loss when compared to \$36.4 million, or \$0.76 non-GAAP pro forma net loss per share (\$0.97 GAAP net loss per share), reported for the fourth quarter of 2010. Revenue, derived solely from government grants, totaled \$270,000 for the first quarter of 2011 as compared to \$280,000 for the fourth quarter of 2010.

Research and development expense during the first quarter of 2011 totaled \$24.1 million, compared to \$26.5 million for the fourth quarter of 2010. The \$2.4 million, or 9%, decrease in research and development expenses during the first quarter was primarily driven by lower purchases of development materials for product testing and reduced outside engineering fees.

Selling, general, and administrative expense during the first quarter of 2011 increased to \$11.1 million compared to \$10.3 million for the fourth quarter of 2010. The \$0.8 million, or 8%, increase during the period was primarily driven by increased headcount in sales and support functions.

Cash and investments at March 31, 2011 totaled \$248.5 million compared to \$283.7 million at December 31, 2010. The \$35.2 million of cash used during the first quarter of 2011 primarily reflects the net loss of \$31.7 million, excluding non-cash stock based compensation, \$6.7 million invested in commercial inventory offset by increased deferred revenue and compensation related liabilities of \$3.4 million.

Conference Call

Pacific Biosciences will host a conference call for investors on April 27, 2011 at 1:30 p.m. PDT (4:30 p.m. EDT). The conference call dial-in numbers are US: 866.356.4281 or International: 617.597.5395, access code "764 830 50". A live webcast of the call will also be available from the Investor Relations section of www.pacb.com. A webcast replay of the conference call will also be available from the Investor Relations section of www.pacb.com approximately two hours after the call and will be available for up to thirty days.

About Pacific Biosciences

Pacific Biosciences' mission is to transform the way humankind acquires, processes and interprets data from living systems through the design, development and commercialization of innovative tools for biological research. The company has developed a novel approach to studying the synthesis and regulation of DNA, RNA and proteins. Combining recent advances in nanofabrication, biochemistry, molecular biology, surface chemistry and optics, Pacific Biosciences has created a powerful technology platform called single molecule, real-time, or SMRT(tm), technology. SMRT technology enables real-time analysis of biomolecules with single molecule resolution, which has the potential to transform the understanding of biological systems by providing a window into these systems that has not previously been open for scientific study.

CONTACTS:

Trevin Rard
650.521.8450
ir@pacificbiosciences.com

Ben Gong
650.521.8203

Forward-Looking Statements

This press release contains forward-looking statements relating to the Company's operations and operating results, including the statements relating to the Company's plans for the commercial launch of the PacBio *RS*. You should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond the Company's control and that could materially affect actual results. Factors that could materially affect actual results can be found in Pacific Biosciences of California's recently filed Annual Report on Form 10-K, including those listed under the caption "Risk Factors." Pacific Biosciences of California expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

Pacific Biosciences of California, Inc.

Consolidated Balance Sheets

(Unaudited, in thousands)

	March 31, 2011	December 31, 2010
Assets		
Cash and investments	\$248,548	\$ 283,674
Accounts receivable	59	341
Inventory	13,539	6,864
Prepays and other current assets	2,124	2,235
Total current assets	264,270	293,114
Property and equipment	13,932	12,311
Other assets	356	322
Total Assets	<u>\$278,558</u>	<u>\$ 305,747</u>
Liabilities and Stockholders Equity		
Accounts payable	\$ 9,432	\$ 9,515
Deferred revenue	4,350	3,221
Accrueds and other current liabilities	10,350	8,104
Total current liabilities	24,132	20,840
Facility financing and deferred rent	5,755	5,041
Stockholders' equity	248,671	279,866
Total Liabilities and Stockholders' Equity	<u>\$278,558</u>	<u>\$ 305,747</u>

Pacific Biosciences of California, Inc.

Consolidated Statements of Operations

(Unaudited, in thousands, except share and per share data)

	Quarters Ended		
	March 31, 2011	December 31, 2010	March 31, 2010
Grant revenue	\$ 270	\$ 280	\$ 545
Operating expenses			
Research and development	24,118	26,542	25,324
Sales, general and administrative	11,119	10,327	5,495
Total operating expense	35,237	36,869	30,819
Operating loss	(34,967)	(36,589)	(30,274)
Other income (expense), net	158	170	(51)
Net loss	\$ (34,809)	\$ (36,419)	\$ (30,325)
Basic and diluted net loss per share	\$ (0.66)	\$ (0.97)	\$ (48.97)
Shares used in computing basic and diluted net loss per share	52,756,116	37,651,526	619,250
Non-GAAP pro forma (1) basic and diluted net loss per share	\$ (0.66)	\$ (0.76)	\$ (0.99)
Non-GAAP pro forma (1) shares used in computing basic and diluted net loss per share	52,756,116	48,159,913	30,669,886

- (1) Upon the closing of the Company's initial public offering all outstanding shares of convertible preferred stock converted into shares of common stock. Non-GAAP pro forma basic and diluted net loss per share presents basic and diluted net loss per share assuming the conversion of outstanding convertible preferred stock into shares of common stock at the beginning of the respective reporting periods. The Company's management believes that this non-GAAP pro forma information provides meaningful supplemental information that helps investors compare current results to those reported in prior periods. A reconciliation of the Company's GAAP net loss per share to non-GAAP pro forma net loss per share is as follows:

Pacific Biosciences of California, Inc.

Consolidated Statements of Operations

(Unaudited, in thousands, except share and per share data)

	Quarters Ended		
	March 31, 2011	December 31, 2010	March 31, 2010
Non-GAAP pro forma net loss per share			
Numerator:			
Net loss	\$ (34,809)	\$ (36,419)	\$ (30,325)
Pro forma net loss	<u>\$ (34,809)</u>	<u>\$ (36,419)</u>	<u>\$ (30,325)</u>
Denominator:			
Shares used in computing basic and diluted net loss per share	52,756,116	37,651,526	619,250
Pro forma adjustment to reflect the assumed conversion of preferred stock into common stock at the beginning of the reporting period.	—	10,508,387	30,050,636
Non-GAAP pro forma shares used in basic and diluted pro forma net loss per share	<u>52,756,116</u>	<u>48,159,913</u>	<u>30,669,886</u>
Non-GAAP pro forma basic and diluted net loss per share	<u>\$ (0.66)</u>	<u>\$ (0.76)</u>	<u>\$ (0.99)</u>

Pacific Biosciences Begins Shipments of Commercial PacBio RS Systems

World's First Single Molecule, Real-Time System Inaugurates New Era of Third Generation DNA Sequencing

Menlo Park, Calif. – April 27, 2011– Pacific Biosciences of California, Inc. (NASDAQ: PACB) today announced it is now shipping commercial PacBio RS systems. The release of the first “third generation” sequencing product is expected to immediately expand the applications of DNA sequencing in fields such as cancer research, pathogen detection, and agriculture. These commercial shipments are following a successful early access program conducted with eleven leading sequencing customers around the world.

The PacBio RS is a revolutionary DNA sequencing system that incorporates novel, single molecule sequencing techniques and advanced analytics to reveal biology in real time. The system delivers unprecedented sequence readlengths - over a thousand DNA bases on average. And unlike “second generation” systems on the market today that typically take over one week to deliver results, the PacBio RS allows customers to obtain results in less than a day.

The first commercial units are being shipped to sites in North America and Europe that include biotechnology companies, commercial service providers, governmental institutions, and academic laboratories. The National Biodefense Analysis and Countermeasures Center (NBACC), operated by the Battelle National Biodefense Institute for the U.S. Department of Homeland Security is among the first customers to receive the new PacBio RS system.

Nick Bergman, Ph.D., NBACC Genomics group leader commented: “The PacBio RS system is a major expansion of our sequencing repertoire here at NBACC, and the long readlengths and flexibility in throughput give us a lot of new options for characterizing microbial pathogens. We’re very excited to start using it in a wide range of applications.”

The Wellcome Trust Sanger Institute was one of the eleven early access sites for the PacBio RS that was recently upgraded to the commercial hardware specifications. Harold Swerdlow, Ph.D. Head of Sequencing Technology commented: “To maintain our position at the forefront of genomics, we explore new opportunities in genome sequencing. We intend to use the PacBio RS to improve pathogen *de novo* assemblies, to increase the coverage of sequence information from organisms like the malaria parasite or *Mycobacterium tuberculosis* at the extremes of AT/GC representation, and in the future, to explore epigenetics via direct detection of methylated sites.”

Cold Spring Harbor Laboratory was also an early access customer, and is also receiving one of the first new commercial systems. “We are tremendously excited about the value of long reads for a variety of projects ranging from understanding structural variation in the human genome that contributes to disease, to *de novo* sequencing of plant genomes,” said W. Richard McCombie, Ph.D.

Hugh Martin, Chairman and CEO of Pacific Biosciences commented: “We would like to thank our early access customers for their terrific support and contributions to that program, and welcome our new customers to the dawn of the era of third generation sequencing. We are incredibly proud of the achievements that have led up to the development of a truly transformative product that now has global demand from a number of industry sectors, and a growing list of applications.”

For more information, please visit www.pacificbiosciences.com. Photos, videos and animations are available at http://www.pacificbiosciences.com/news_and_events/mediakit. You can also follow the company on Twitter www.twitter.com/PacBio.

About Pacific Biosciences

Pacific Biosciences’ mission is to transform the way humankind acquires, processes and interprets data from living systems through the design, development and commercialization of innovative tools for biological research. The company has developed a novel approach to studying the synthesis and regulation of DNA, RNA and proteins. Combining recent advances in nanofabrication, biochemistry, molecular biology, surface chemistry and optics, Pacific Biosciences has created a powerful technology platform called single molecule, real-time, or SMRT™, technology. SMRT technology enables real-time analysis of biomolecules with single molecule resolution, which has the potential to transform the understanding of biological systems by providing a window into these systems that has not previously been open for scientific study.

This press release contains forward-looking statements. Forward-looking statements may contain words such as “believe,” “may,” “estimate,” “anticipate,” “continue,” “intend,” “expect,” “plan,” the negative of these terms, or other similar expressions, and include the assumptions that underlie such statements. These statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to risks discussed from time to time in documents we have filed with the Securities and Exchange Commission, including the risks identified under the section captioned “Risk Factors” in our recently filed Annual Report on Form 10-K. All forward-looking statements are based on management’s estimates, projections and assumptions as of the date hereof. We undertake no obligation to update any forward-looking statements.

Contacts:

Media:

Nicole Litchfield
For Pacific Biosciences
415.793.6468
nicole@bioscribe.com

Investors:

Trevin Rard
Pacific Biosciences
650.521.8450
ir@pacificbiosciences.com