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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)  
October 25, 2012**

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**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 October 25, 2012, Pacific Biosciences of California, Inc. announced its financial results for the quarter ended September 30, 2012. 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 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated October 25, 2012 titled "Pacific Biosciences of California, Inc. Announces Third Quarter 2012 Financial Results" (furnished and not filed herewith solely pursuant to Item 2.02).

**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  
Executive Vice President and Chief Financial Officer

Date: October 25, 2012

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**EXHIBIT INDEX**

Exhibit  
Number

Description

99.1 Press Release dated October 25, 2012 titled "Pacific Biosciences of California Announces Third Quarter 2012 Financial Results" (furnished and not filed herewith solely pursuant to Item 2.02).

**Pacific Biosciences of California, Inc. Announces  
Third Quarter 2012 Financial Results**

**Menlo Park, Calif.** – October 25, 2012 – Pacific Biosciences of California, Inc. (Nasdaq: PACB) today announced financial results for the third quarter ended September 30, 2012.

During the third quarter of 2012, the Company recognized revenue from SMRT® Cell and reagent consumables, instrument service contracts and grants. Revenue for the third quarter of 2012 totaled \$2.8 million compared to revenue of \$7.3 million for the second quarter of 2012. Net loss for the quarter was \$22.7 million compared to the \$22.5 million net loss during the second quarter of 2012.

Gross profit for the third quarter of 2012 totaled \$0.2 million, resulting in a gross margin of 7%, compared to a \$0.3 million gross profit for the second quarter of 2012 and a gross margin of 4%. Gross profit for the third quarter of 2011 was \$3.3 million representing a gross margin of 32%. The gross margin for the third quarter 2011 reflects the positive margin impact of instrument components expensed prior to the Company's commercial launch during the second quarter of 2011.

Operating expenses totaled \$22.8 million for both the second and third quarters of 2012. Operating expenses in the third quarter of 2012 include \$2.3 million of non-cash stock-based compensation with \$1.2 million and \$1.1 million recorded in research and development, and selling, general and administrative expenses, respectively. Operating expenses in the third quarter of 2011 were \$32.8 million.

Cash and investments at September 30, 2012 totaled \$119.4 million compared to \$137.1 million at June 30, 2012.

The Company's system revenue backlog of 5 units as of September 30, 2012 represents an order for one PacBio RS instrument received during the second quarter of 2012 and four PacBio RS instruments orders received during the third quarter of 2012.

#### **Quarterly Conference Call Information**

Management will host a quarterly conference call to discuss its third quarter 2012 results today at 4:30pm Eastern / 1:30pm Pacific. Investors may listen to the call by dialing 888.366.7247, or if outside the U.S., by dialing +1.707.287.9330. The call will be webcast live and will be available for replay at Pacific Biosciences' website at <http://investor.pacificbiosciences.com/>.

#### **About Pacific Biosciences**

Pacific Biosciences of California, Inc. (NASDAQ: PACB) offers the PacBio® RS High Resolution Genetic Analyzer to help scientists solve genetically complex problems. Based on its novel Single Molecule, Real-Time (SMRT®) technology, the company's products enable: targeted sequencing to more comprehensively characterize genetic variations; *de novo* genome assembly to more fully identify, annotate and decipher genomic structures; and DNA base modification identification to help characterize epigenetic regulation and DNA damage. By providing access to genetic information that was previously inaccessible, Pacific Biosciences enables scientists to increase their understanding of biological systems.

#### **Forward-Looking Statements**

This press release contains forward-looking statements relating to the Company's operations and operating results, including statements relating to the Company's revenue. 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 filings with the Securities and Exchange Commission, including the most recently filed Quarterly Report on Form 10-Q, 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.

#### **Contact:**

Trevin Rard  
650.521.8450  
[ir@pacificbiosciences.com](mailto:ir@pacificbiosciences.com)

**Pacific Biosciences of California, Inc.**  
**Unaudited Consolidated Statement of Operations and Comprehensive Income**  
(amounts in thousands, except per share amounts)

	Quarters Ended		
	September 30, 2012	June 30, 2012	September 30, 2011
<b>Revenue:</b>			
Product revenue	\$ 1,268	\$ 5,827	\$ 9,819
Service and other revenue	1,283	1,284	535
Grant revenue	225	180	165
Total revenue	<u>2,776</u>	<u>7,291</u>	<u>10,519</u>
<b>Cost of revenue:</b>			
Cost of product revenue	960	5,382	6,546
Cost of service and other revenue	1,626	1,634	645
Total cost of revenue	<u>2,586</u>	<u>7,016</u>	<u>7,191</u>
Gross profit	<u>190</u>	<u>275</u>	<u>3,328</u>
<b>Operating expense:</b>			
Research and development	12,626	11,272	20,001
Sales, general and administrative	10,143	11,558	12,764
Total operating expense	<u>22,769</u>	<u>22,830</u>	<u>32,765</u>
Operating loss	(22,579)	(22,555)	(29,437)
Other income (expense), net	(150)	68	156
Net loss	<u>\$ (22,729)</u>	<u>\$ (22,487)</u>	<u>\$ (29,281)</u>
Basic and diluted net loss per share	<u>\$ (0.41)</u>	<u>\$ (0.40)</u>	<u>\$ (0.54)</u>
Shares used in computing basic and diluted net loss per share	<u>55,877</u>	<u>55,658</u>	<u>54,283</u>
Comprehensive loss	<u>\$ (22,738)</u>	<u>\$ (22,547)</u>	<u>\$ (29,466)</u>

**Pacific Biosciences of California, Inc.**  
**Unaudited Consolidated Statement of Operations and Comprehensive Income**  
(amounts in thousands, except per share amounts)

	Year to Date	
	September 30, 2012	September 30, 2011
<b>Revenue:</b>		
Product revenue	\$ 15,810	\$ 19,966
Service and other revenue	3,620	728
Grant revenue	675	725
Total revenue	<u>20,105</u>	<u>21,419</u>
<b>Cost of revenue:</b>		
Cost of product revenue	14,949	9,083
Cost of service and other revenue	4,843	839
Total cost of revenue	<u>19,792</u>	<u>9,922</u>
Gross profit	<u>313</u>	<u>11,497</u>
<b>Operating expense:</b>		
Research and development	35,971	63,665
Sales, general and administrative	36,986	34,899
Total operating expense	<u>72,957</u>	<u>98,564</u>
Operating loss	(72,644)	(87,067)
Other income (expense), net	(152)	502
Net loss	<u>\$ (72,796)</u>	<u>\$ (86,565)</u>
Basic and diluted net loss per share	<u>\$ (1.31)</u>	<u>\$ (1.62)</u>
Shares used in computing basic and diluted net loss per share	<u>55,582</u>	<u>53,466</u>
Comprehensive loss	<u>\$ (72,787)</u>	<u>\$ (86,548)</u>

**Pacific Biosciences of California, Inc.**  
**Unaudited Consolidated Balance Sheets**  
(amounts in thousands, except per share amounts)

	September 30, 2012	June 30, 2012	December 31, 2011
<b>Assets</b>			
Cash and investments	\$ 119,402	\$ 137,108	\$ 177,434
Accounts receivable	532	3,371	4,557
Inventory	10,202	10,271	15,517
Prepaid and other current assets	2,202	1,893	2,093
Total current assets	132,338	152,643	199,601
Property and equipment	15,514	16,937	18,398
Other assets	356	350	317
<b>Total Assets</b>	<b>\$ 148,208</b>	<b>\$ 169,930</b>	<b>\$ 218,316</b>
<b>Liabilities and Stockholders' Equity</b>			
Accounts payable	\$ 2,897	\$ 4,061	\$ 4,742
Deferred revenue	3,555	4,170	4,236
Accrued and other current liabilities	7,174	6,695	10,398
Total current liabilities	13,626	14,926	19,376
Facility financing and other non-current liabilities	6,045	6,800	7,477
Stockholders' equity	128,537	148,204	191,463
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 148,208</b>	<b>\$ 169,930</b>	<b>\$ 218,316</b>