

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Pacific Biosciences of California, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

16-1590339
(I.R.S. Employer
Identification No.)

1305 O'Brien Drive
Menlo Park, CA 94025
(Address of Principal Executive Offices) (Zip Code)

Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc.
(Full title of the plan)

Christian O. Henry
Chief Executive Officer and President
Pacific Biosciences of California, Inc.
1305 O'Brien Drive
Menlo Park, CA 94025
(Name and address of agent for service)

(650) 521-8000
(Telephone number, including area code, of agent for service)

Copies to:

Donna M. Petkanics
Andrew D. Hoffman
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	2,494,128 (2)	\$27.19	\$67,815,340.32	\$7,398.65

- (1) Pursuant to the Agreement and Plan of Merger and Reorganization, dated as of July 19, 2021, by and among Pacific Biosciences of California, Inc. (the “Registrant”), Apollo Acquisition Corp., Apollo Acquisition Sub, LLC, Omniome, Inc., and Shareholder Representative Services LLC (the “Merger Agreement”), the Registrant assumed the shares of common stock of Omniome that were available for issuance under the Omniome, Inc. 2014 Equity Incentive Plan (the “Omniome Plan”) as well as certain outstanding unvested options to purchase shares of common stock of Omniome granted under the Omniome Plan as of September 20, 2021 (the “Effective Time”), subject to their respective continued vesting, exercisability and settlement schedules and other terms and conditions. As of the Effective Time, the assumed unvested options became exercisable solely to purchase shares of common stock of the Registrant, with appropriate adjustments to the number of shares into which the assumed options are exercisable and the exercise price per share of such options in accordance with the terms of the Merger Agreement.

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc. by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.

- (2) Represents shares of common stock subject to outstanding unvested options granted prior to the Effective Time under the Omniome Plan that were assumed by the Registrant upon the Effective Time, as adjusted based on the exchange ratio and converted into unvested options to purchase shares of Registrant’s common stock in accordance with the Merger Agreement, and additional shares of Registrant’s common stock available for future issuance under the Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc., which shares represent the number of shares of common stock of Omniome that were available for issuance under the Omniome Plan, as adjusted based on the exchange ratio pursuant to the Merger Agreement and converted into shares of the Registrant’s common stock.
 - (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act, solely for purposes of calculating the registration fee on the basis of \$27.19, the average of the high and low prices of Registrant’s common stock as reported on the NASDAQ Global Select Market on September 16, 2021.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Pacific Biosciences of California, Inc. (the “Company”) in connection with the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”), dated as of July 19, 2021, by and among the Company, Apollo Acquisition Corp. (“Merger Sub I”), Apollo Acquisition Sub, LLC (“Merger Sub II”), Omniome, Inc. (“Omniome”), and Shareholder Representative Services LLC. Pursuant to the Merger Agreement, on September 20, 2021 (the “Effective Time”), Merger Sub I merged with and into Omniome, with Omniome surviving as a wholly owned subsidiary of the Company (the “First Merger”). Subsequent to the First Merger, Omniome merged with and into Merger Sub II, with Merger Sub II continuing as a wholly owned subsidiary of the Company.

Under the Merger Agreement, each unvested option to purchase Omniome common stock granted under the Omniome, Inc. 2014 Equity Incentive Plan (the “Omniome Plan”) held by employees continuing with the Company were assumed by the Company (the “Assumed Options”) and converted into an option to purchase shares of the Company’s common stock, on substantially the same terms and conditions (including vesting and exercisability), except that (A) the Assumed Options will cover shares of the Company’s common stock; (B) the number of shares of Company’s common stock subject to the Assumed Option will be equal to the product of (i) the number of shares of Omniome common stock subject to the corresponding unvested option, multiplied by (ii) the exchange ratio (as defined below), with any resulting fractional share rounded down to the nearest whole share; and (C) the exercise price per share of the Assumed Options will be equal to the quotient of (i) the exercise price per share of the corresponding unvested option to purchase shares of Omniome common stock, divided by (ii) the exchange ratio (as defined below), with any resulting fractional cent rounded up to the nearest whole cent.

The “exchange ratio” is equal to \$0.257166378, which is the quotient obtained by dividing \$7.483542 by \$29.10, the volume weighted average of the trading prices of the shares of the Company’s common stock on Nasdaq (as reported by Bloomberg, or, if not available, any other authoritative source), for the ten consecutive trading days ending with, and including, the trading day immediately before the Effective Time.

This Registration Statement is being filed for the purpose of registering 844,336 shares of the Company’s common stock subject to outstanding unvested options assumed by the Registrant, as adjusted based on the exchange ratio and converted into unvested options to purchase shares of the Company’s common stock in accordance with the Merger Agreement, and 1,649,792 shares of the Company’s common stock available for future issuance under the Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc., which shares represent the number of shares of common stock of Omniome that were available for issuance under the Omniome Plan, as adjusted based on the exchange ratio pursuant to the Merger Agreement, and converted into shares of the Company’s common stock.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The documents containing the information specified in Item 1 and Item 2 of this Registration Statement on Form S-8 (the “Registration Statement”) will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to the Registration Statement, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Pacific Biosciences of California, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2020, filed with the Commission on February 26, 2021 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

(2) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above (other than the portions of these documents not deemed to be filed); and

(3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-34899) filed with the Commission on October 6, 2010, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant's certificate of incorporation includes provisions that eliminate the personal liability of its directors for monetary damages for breach of their fiduciary duty as directors. To the extent Section 102(b)(7) is interpreted, or the Delaware General Corporation Law is amended, to allow similar protections for officers of a corporation, such provisions of the Registrant's certificate of incorporation shall also extend to those persons.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the bylaws of the Registrant to be effective upon completion of this offering provide that:

- The Registrant shall indemnify its directors and officers for serving the Registrant in those capacities or for serving other business enterprises at the Registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- The Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.
- The Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- The Registrant will not be obligated pursuant to the bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the Registrant's board of directors or brought to enforce a right to indemnification.
- The rights conferred in the bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers, employees and agents and to obtain insurance to indemnify such persons.

- The Registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees and agents.

The Registrant's policy is to enter into separate indemnification agreements with each of its directors and officers that provide the maximum indemnity allowed to directors and executive officers by Section 145 of the Delaware General Corporation Law and also provides for certain additional procedural protections.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its officers and directors may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Specimen Common Stock Certificate (which is incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended, as declared effective on October 26, 2010)
4.2	Description of the Registrant's securities registered under Section 12 of the Exchange Act (which is incorporated by reference to Exhibit 4.2 to the Registrant's Form 10-K filed on February 28, 2020)
4.3	Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc. and related forms of agreement thereunder (incorporated by reference from Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on September 20, 2021)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of KPMG LLP, Independent Auditors of Omniome, Inc.
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (contained on signature page hereto)

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on September 20, 2021.

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.

By: /s/ Susan G. Kim
Susan G. Kim
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christian O. Henry, Susan G. Kim and Brett Atkins, jointly and severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Pacific Biosciences of California, Inc. and any or all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated below:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christian O. Henry</u> Christian O. Henry	Director, Chief Executive Officer and President (Principal Executive Officer)	September 20, 2021
<u>/s/ Susan G. Kim</u> Susan G. Kim	Chief Financial Officer (Principal Financial Officer)	September 20, 2021
<u>/s/ Michele Farmer</u> Michele Farmer	Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 20, 2021
<u>/s/ John F. Milligan</u> John F. Milligan	Chairman of the Board of Directors	September 20, 2021
<u>/s/ David Botstein</u> David Botstein	Director	September 20, 2021

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William W. Ericson</u> William W. Ericson	Director	September 20, 2021
<u>/s/ Randall S. Livingston</u> Randall S. Livingston	Director	September 20, 2021
<u>/s/ Marshall L. Mohr</u> Marshall L. Mohr	Director	September 20, 2021
<u>/s/ Kathy Ordoñez</u> Kathy Ordoñez	Director	September 20, 2021
<u>/s/ Lucy Shapiro</u> Lucy Shapiro	Director	September 20, 2021
<u>/s/ Hannah A. Valentine</u> Hannah A. Valentine	Director	September 20, 2021



Wilson Sonsini Goodrich & Rosati
 Professional Corporation
 650 Page Mill Road
 Palo Alto, California 94304-1050
 O: 650.493.9300
 F: 650.493.6811

September 20, 2021

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed on or about the date hereof by Pacific Biosciences of California, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 844,336 shares of the Company's common stock, par value \$0.001 per share (the "Assumed Shares"), issuable upon exercise of outstanding unvested options granted under the Omniome, Inc. 2014 Equity Incentive Plan (the "Omniome Plan") as adjusted, converted and assumed by the Company in accordance with the Agreement and Plan of Merger and Reorganization, dated as of July 19, 2021, by and among the Company, Apollo Acquisition Corp., Apollo Acquisition Sub, LLC, Omniome, Inc., and Shareholder Representative Services LLC (the "Merger Agreement"), as well as 1,649,792 shares of the Company's common stock (together with the Assumed Shares, the "Shares") available for future issuance under the Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc. (the "Mirror Plan" and together with the Omniome Plan, the "Plans"), which shares represent the number of shares of common stock of Omniome, Inc. that were available for issuance under the Omniome Plan as adjusted and converted pursuant to the terms of the Merger Agreement. As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under the Plans.

We, as the Company's counsel in connection with the registration of the Shares, have examined originals or copies, certified or otherwise identified to our satisfaction, of such instruments, documents, certificates, records and other instruments that we have deemed relevant and necessary for the purpose of rendering the opinions hereinafter expressed. In such examination, we have assumed: (a) the authenticity of all documents submitted to us as originals and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of such documents; (c) the legal competence of all natural signatories to such documents; and (d) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed. 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 LONDON LOS ANGELES NEW YORK PALO ALTO
 SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

We express no opinion as to the laws of any state or jurisdiction, other than the General Corporation law of the State of Delaware 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, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and the agreements that accompany the Plans, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, Professional
Corporation

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Omniome Equity Incentive Plan of Pacific Biosciences of California, Inc. of our report dated February 26, 2021, with respect to the consolidated financial statements of Pacific Biosciences of California, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
September 20, 2021

Consent of Independent Auditors

We consent to the use of our report dated August 30, 2021, with respect to the financial statements of Omniome, Inc., incorporated herein by reference. Our report dated August 30, 2021 contains an explanatory paragraph that states that Omniome's recurring losses from operations raise substantial doubt about the entity's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ KPMG LLP

San Diego, California
September 20, 2021