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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)**  
May 19, 2016

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**Pacific Biosciences of California, Inc.**  
(Exact name of registrant as specified in its charter)

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**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)

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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 8.01. OTHER EVENTS**

On May 19, 2016, Pacific Biosciences of California, Inc. (the “Company”) announced its intention to offer and sell up to an aggregate offering price of \$30,000,000 of shares of its common stock, par value \$0.001 per share (the “Shares”), from time to time, through an “at the market offering” as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the “Securities Act”). Cantor Fitzgerald & Co. (“Cantor”) will act as sales agent for the Shares pursuant to that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated October 5, 2012 as amended on November 8, 2013, as further amended on February 3, 2015 (as amended, the “Agreement”), by and between the Company and Cantor. Such aggregate value of Shares is in addition to the shares previously sold pursuant to the Agreement. The Company intends to use the proceeds of the offering for general corporate purposes, including capital expenditures and working capital.

Pursuant to the Agreement, Cantor may sell the Shares by methods deemed to be an “at the market offering” as defined in Rule 415 promulgated under the Securities Act, including sales made directly on The NASDAQ Global Select Market, on any other existing trading market for the Shares or to or through a market maker. In addition, pursuant to the Agreement, Cantor may sell the shares by any other method permitted by law, including in privately-negotiated transactions with the Company’s prior consent. Subject to the terms and conditions of the Agreement, Cantor will use commercially reasonable efforts, consistent with its normal trading and sales practices and applicable state and federal law, rules and regulations and the rules of The NASDAQ Global Select Market, to sell the Shares from time to time, based upon the Company’s instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose); provided, however, that in no event shall the Company issue or sell through Cantor such number or dollar amount of Shares that would (a) exceed the number or dollar amount of shares of Common Stock registered on an effective Registration Statement on Form S-3 pursuant to which the offering is being made, (b) exceed the number of authorized but unissued shares of the Company’s common stock, (c) exceed the number or dollar amount of shares of the Company’s common stock permitted to be sold under a Registration Statement on Form S-3 (including General Instruction I.B.6 thereof, if applicable) or (d) exceed the number or dollar amount of shares of the Company’s common stock for which the Company has filed a prospectus supplement to register the shares. The Company is not obligated to make any sales of the Shares under the Agreement. The offering of Shares pursuant to the Agreement will terminate upon the earlier of (a) the sale of all of the Shares subject to the Agreement or (b) the termination of the Agreement by Cantor or the Company.

The Company will pay Cantor a commission of 3.0% of the gross sales price per share sold and has agreed to provide Cantor with customary indemnification and contribution rights.

The Shares will be issued pursuant to the Company’s previously filed and effective Registration Statement on Form S-3 (File No. 333-199891), the base prospectus, dated November 21, 2014, filed as part of such Registration Statement, and the prospectus supplement, dated May 19, 2016, filed by the Company with the Securities and Exchange Commission.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The information set forth in this Item 8.01 shall be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended, and shall be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended.

## **ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.

23.1 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).

**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, Chief Financial Officer and**  
**Principal Accounting Officer**

Date: May 19, 2016

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**EXHIBIT INDEX**

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

May 19, 2016

Pacific Biosciences of California, Inc.  
1380 Willow Road  
Menlo Park, CA 94025

**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to Pacific Biosciences of California, Inc., a Delaware corporation (the "**Company**"), in connection with preparation and filing of a Registration Statement on Form S-3 (File No. 333-199891) (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), and the Prospectus Supplement filed pursuant to Rule 424(b) under the Securities Act, dated May 19, 2016 (the "**Prospectus Supplement**"), relating to the sale by the Company of shares of its common stock, par value \$0.001 per share (the "**Common Stock**") having an aggregate offering price of up to \$30,000,000 (the "**Shares**").

The offering and sale of the Shares are being made pursuant to that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement dated as of October 5, 2012, as amended by Amendment No. 1 dated as of November 8, 2013, as further amended by Amendment No. 2 dated as of February 3, 2015 (as amended, the "**Sales Agreement**"), by and between the Company and Cantor Fitzgerald & Co. ("**Cantor**").

We have examined copies of the Sales Agreement, the Registration Statement and the Prospectus Supplement. We have also examined instruments, documents and records which we deem 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, and (iii) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based on and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the Company, and when issued and delivered by the Company against payment therefor in accordance with the terms of the Sales Agreement, will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any other jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as an exhibit to the Company's Current Report on Form 8-K, filed on or about May 19, 2016, for incorporation by reference into the Registration Statement. In giving our consent, we do not believe that we are "experts" within the meaning of such term as used in the Securities Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati,  
Professional Corporation