
**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) November 8, 2013

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 8, 2013, Pacific Biosciences of California, Inc. (the “Company”) entered into Amendment No. 1 (the “Amendment”) to Controlled Equity OfferingSM Sales Agreement, dated October 5, 2012 (as amended, the “Agreement”), with Cantor Fitzgerald & Co., as sales agent (“Cantor”), pursuant to which the Company may offer and sell, from time to time, through Cantor shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), up to an aggregate offering price of \$30.0 million. Such aggregate value of Shares is in addition to any shares remaining unsold under original Agreement with Cantor dated October 5, 2012. The Company intends to use the proceeds of this offering for general corporate purposes, including capital expenditures and working capital.

Under 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 of 1933, as amended (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, under the Agreement, Cantor may sell the Shares by any other method permitted by law, including in privately negotiated transactions. 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).

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 Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K. The description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment filed herewith as an exhibit to this Current Report on Form 8-K.

The Shares will be issued pursuant to the Company’s previously filed and effective Registration Statement on Form S-3 (File No. 333-180533), the base prospectus, dated May 1, 2012, filed as part of such Registration Statement, and the prospectus supplement, dated November 12, 2013, 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.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

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

10.1 Amendment No. 1 to Controlled Equity OfferingSM Sales Agreement, dated November 8, 2013, by and between Pacific Biosciences of California, Inc. and Cantor Fitzgerald & Co.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
10.1	Amendment No 1. to Controlled Equity Offering SM Sales Agreement, dated November 8, 2013, by and between Pacific Biosciences of California, Inc. and Cantor Fitzgerald & Co.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).

November 8, 2013

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. 333-180533) (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 November 12, 2013 (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 Sales Agreement dated as of October 5, 2012, as amended by Amendment No. 1 dated as of November 8, 2013 (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.

Pacific Biosciences of California, Inc.

November 8, 2013

Page 2

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 November 12, 2013, 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, P.C.

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.

CONTROLLED EQUITY OFFERINGSSMAMENDMENT NO. 1 TO
SALES AGREEMENT

November 8, 2013

Cantor Fitzgerald & Co.
499 Park Avenue
New York, NY 10022

Ladies and Gentlemen:

Reference is made to the Sales Agreement, dated October 5, 2012, including the Schedules thereto (the "Sales Agreement"), between Cantor Fitzgerald & Co. ("CF&Co") and Pacific Biosciences of California, Inc., a Delaware corporation (the "Company"), pursuant to which the Company could sell through CF&Co, as sales agent, up to \$30,000,000 of shares of common stock, par value \$0.001 per share, of the Company. All capitalized terms used in this Amendment No. 1 to Sales Agreement between CF&Co and the Company (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Sales Agreement. CF&Co and the Company agree as follows:

A. Amendments to Sales Agreement. The Sales Agreement is amended as follows, effective as of the date hereof:

1. The first sentence of Section 1 of the Sales Agreement is hereby deleted and replaced in its entirety with the following:

"The Company agrees that, from time to time after November 8, 2013 and during the term of this Agreement, on the terms and subject to the conditions set forth herein, it may offer and sell through the Agent, shares (the "**Placement Shares**") of common stock of the Company, par value \$0.001 per share (the "Common Stock"), having an aggregate offering price of up to \$30,000,000, and such amount of Placement Shares available for offer and sale are in addition to any offer and sales of shares remaining unsold under this Agreement pursuant to the Prospectus Supplement dated October 5, 2012, subject to any limitations set forth in Section 5(e) hereof (the "**Maximum Amount**")."

2. Schedule 1 is amended by adding the words "as amended on November 8, 2013" immediately after "October 5, 2012".

3. Schedule 3 shall be amended by adding under The Agent at the bottom:

"With copies to:

CFCControlledEquityOffering@cantor.com"

4. The first sentence of the Form of Representation Date Certificate attached as Exhibit 7(1) is amended to add “as amended on November 8, 2013” after “October 5, 2012.”

B. Prospectus Supplement. The Company shall file a 424(b) Prospectus Supplement reflecting this Amendment within two (2) Business Days of the date hereof.

C. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Sales Agreement shall continue in full force and effect.

D. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or email transmission.

E. Governing Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the principles of conflicts of laws.

[Remainder of page intentionally left blank.]

If the foregoing correctly sets forth the understanding between us, please so indicate in the space provided below for that purpose.

Very truly yours,

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.

By: /s/ Michael Hunkapiller

Name: Michael Hunkapiller

Title: President and Chief Executive Officer

ACCEPTED as of the date first above written:

CANTOR FITZGERALD & CO.

By: /s/ Jeffrey Lumby

Name: Jeffrey Lumby

Title: Senior Managing Director