

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

FORM 10-Q

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the Quarterly Period Ended April 4, 2010
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-30361

**Illumina, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of Incorporation or Organization)

33-0804655

(I.R.S. Employer Identification No.)

9885 Towne Centre Drive, San Diego, CA

(Address of Principal Executive Offices)

92121

(Zip Code)

(858) 202-4500

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 15, 2010, there were 121,793,243 shares of the Registrant's Common Stock outstanding.

ILLUMINA, INC.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**Illumina, Inc.**  
**Condensed Consolidated Balance Sheets**  
**(In thousands)**

	<u>April 4, 2010</u>	<u>January 3, 2010</u>
	<u>(Unaudited)</u>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 213,225	\$ 144,633
Short-term investments	534,755	548,894
Accounts receivable, net	156,030	157,751
Inventory, net	100,623	92,776
Deferred tax assets, current portion	19,084	20,021
Prepaid expenses and other current assets	16,797	17,515
Total current assets	<u>1,040,514</u>	<u>981,590</u>
Property and equipment, net	118,014	117,188
Goodwill	213,452	213,452
Intangible assets, net	42,063	43,788
Deferred tax assets, long-term portion	47,486	47,371
Other assets	43,682	26,548
Total assets	<u>\$ 1,505,211</u>	<u>\$ 1,429,937</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 47,550	\$ 52,781
Accrued liabilities	102,886	98,253
Long-term debt, current portion	295,404	290,202
Total current liabilities	<u>445,840</u>	<u>441,236</u>
Other long-term liabilities	22,979	24,656
Commitments and contingencies		
Conversion option subject to cash settlement	94,595	99,797
Stockholders' equity:		
Preferred stock	—	—
Common stock	1,456	1,436
Additional paid-in capital	1,694,250	1,637,751
Accumulated other comprehensive income	2,652	2,830
Accumulated deficit	(259,018)	(280,226)
Treasury stock, at cost	(497,543)	(497,543)
Total stockholders' equity	<u>941,797</u>	<u>864,248</u>
Total liabilities and stockholders' equity	<u>\$ 1,505,211</u>	<u>\$ 1,429,937</u>

*See accompanying notes to the condensed consolidated financial statements.*

**Illumina, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

	<b>Three Months Ended</b>	
	<b>April 4, 2010</b>	<b>March 29, 2009</b>
<b>Revenue:</b>		
Product revenue	\$173,679	\$156,199
Service and other revenue	18,452	9,558
Total revenue	<u>192,131</u>	<u>165,757</u>
<b>Cost of revenue:</b>		
Cost of product revenue	52,939	50,707
Cost of service and other revenue	5,394	3,315
Amortization of intangible assets	1,620	1,670
Total cost of revenue	<u>59,953</u>	<u>55,692</u>
Gross profit	<u>132,178</u>	<u>110,065</u>
<b>Operating expenses:</b>		
Research and development	43,675	32,726
Selling, general and administrative	50,278	42,831
Total operating expenses	<u>93,953</u>	<u>75,557</u>
Income from operations	38,225	34,508
<b>Other income (expense), net:</b>		
Interest income	2,204	2,916
Interest expense	(5,955)	(5,684)
Other expense, net	(1,113)	(2,389)
Total other expense, net	<u>(4,864)</u>	<u>(5,157)</u>
Income before income taxes	33,361	29,351
Provision for income taxes	12,153	10,540
Net income	<u>\$ 21,208</u>	<u>\$ 18,811</u>
Net income per basic share	<u>\$ 0.18</u>	<u>\$ 0.15</u>
Net income per diluted share	<u>\$ 0.16</u>	<u>\$ 0.14</u>
Shares used in calculating basic net income per share	<u>120,668</u>	<u>121,746</u>
Shares used in calculating diluted net income per share	<u>136,407</u>	<u>132,967</u>

*See accompanying notes to the condensed consolidated financial statements.*

**Illumina, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(In thousands)**

	<b>Three Months Ended</b>	
	<b>April 4, 2010</b>	<b>March 29, 2009</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 21,208	\$ 18,811
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	1,620	1,670
Amortization of debt discount	5,203	4,875
Depreciation expense	7,391	5,604
Stock-based compensation expense	16,999	14,860
Incremental tax benefit related to stock options exercised	(4,500)	—
Deferred income taxes	4,652	8,775
Other non-cash adjustments	614	(578)
Changes in operating assets and liabilities:		
Accounts receivable	(788)	(4,693)
Inventory	(8,101)	3,851
Prepaid expenses and other current assets	1,547	(3,458)
Other assets	(1,186)	2,764
Accounts payable	7,294	6,503
Accrued liabilities	1,992	(10,229)
Accrued income taxes	2,906	1,435
Other long-term liabilities	(1,487)	558
Net cash provided by operating activities	<u>55,364</u>	<u>50,748</u>
<b>Cash flows from investing activities:</b>		
Purchases of available-for-sale securities	(114,039)	(171,609)
Sales and maturities of available-for-sale securities	126,706	162,310
Cash paid for an acquisition	(10,000)	—
Purchase of investments	(16,151)	(17,950)
Purchases of property and equipment	(10,447)	(12,569)
Net cash used in investing activities	<u>(23,931)</u>	<u>(39,818)</u>
<b>Cash flows from financing activities:</b>		
Payments on current portion of long-term debt	—	(10,000)
Incremental tax benefit related to stock options exercised	4,500	—
Proceeds from the exercise of warrants	3,646	4,762
Proceeds from issuance of common stock	26,160	13,051
Net cash provided by financing activities	<u>34,306</u>	<u>7,813</u>
Effect of exchange rate changes on cash and cash equivalents	2,853	5,379
Net increase in cash and cash equivalents	<u>68,592</u>	<u>24,122</u>
Cash and cash equivalents at beginning of period	144,633	327,024
Cash and cash equivalents at end of period	<u>\$ 213,225</u>	<u>\$ 351,146</u>

*See accompanying notes to the condensed consolidated financial statements.*

**Illumina, Inc.**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**

*Unless the context requires otherwise, references in this report to "Illumina," "we," "us," the "Company," and "our" refer to Illumina, Inc. and its consolidated subsidiaries.*

**1. Summary of Significant Accounting Principles**

***Basis of Presentation***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. In management's opinion, the accompanying financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the results for the interim periods presented.

Interim financial results are not necessarily indicative of results anticipated for the full year. These unaudited financial statements should be read in conjunction with the Company's audited financial statements and footnotes included in the Company's Annual Report on Form 10-K for the fiscal year ended January 3, 2010 from which the balance sheet information herein was derived.

The preparation of financial statements requires that management make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***Fiscal Year***

The Company's fiscal year consists of 52 or 53 weeks ending the Sunday closest to December 31, with quarters of 13 or 14 weeks ending the Sunday closest to March 31, June 30, and September 30. The three months ended April 4, 2010 and March 29, 2009 were both 13 weeks.

***Segment Information***

The Company is organized in two business segments, Life Sciences and Diagnostics. The Life Sciences Business Unit includes all products and services that are primarily related to the research market, namely the product lines based on the Company's sequencing, BeadArray, and VeraCode technologies, and the Diagnostics Business Unit focuses on the emerging opportunity in molecular diagnostics. For the three months ended April 4, 2010, the Company had limited activity related to the Diagnostics Business Unit and operating results were reported on an aggregate basis to the chief operating decision maker of the Company, the chief executive officer. Accordingly, the Company operated in one reportable segment for the three months ended April 4, 2010. The Company will begin reporting in two segments once revenues, operating profit or loss, or assets of the Diagnostics Business Unit exceed 10% of the consolidated amounts.

***Revenue Recognition***

The Company's revenue is generated primarily from the sale of products and services. Product revenue primarily consists of sales of instrumentation and consumables used in genetic analysis. Service and other revenue consists of revenue received for performing genotyping and sequencing services, extended warranty sales and amounts earned under research agreements with government grants, which are recognized in the period during which the related costs are incurred.

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable and collectibility is reasonably assured. In instances where final acceptance of the product or system is required, revenue is deferred until all the acceptance criteria have been met. All revenue is recorded net of any discounts.

Revenue for product sales is recognized generally upon shipment and transfer of title to the customer, provided no significant obligations remain and collection of the receivable is reasonably assured. Revenue for genotyping and sequencing services is

recognized when earned, which is generally at the time the genotyping or sequencing analysis data is made available to the customer or agreed upon milestones are reached.

In order to assess whether the price is fixed or determinable, the Company evaluates whether refund rights exist. If there are refund rights or payment terms based on future performance, the Company defers revenue recognition until the price becomes fixed or determinable. The Company assesses collectibility based on a number of factors, including past transaction history with the customer and the creditworthiness of the customer. If the Company determines that collection of a payment is not reasonably assured, revenue recognition is deferred until receipt of payment.

The Company regularly enters into contracts where revenue is derived from multiple deliverables including any mix of products and/or services. These products and/or services are generally delivered within a short time frame, approximately three to six months, of the contract execution date. Revenue recognition for contracts with multiple deliverables is based on the individual units of accounting determined to exist in the contract. A delivered item is considered a separate unit of accounting when the delivered item has value to the customer on a stand-alone basis. Items are considered to have stand-alone value when they are sold separately by any vendor or when the customer could resell the item on a stand-alone basis. Consideration is allocated at the inception of the contract to all deliverables based on their relative selling price. The relative selling price for each deliverable is determined using vendor specific objective evidence (VSOE) of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence exists, the Company uses its best estimate of the selling price for the deliverable.

In order to establish VSOE of selling price, the Company must regularly sell the product and/or service on a standalone basis with a substantial majority priced within a relatively narrow range. VSOE of selling price is usually the midpoint of that range. If there is not a sufficient number of standalone sales and VSOE of selling price cannot be determined, then the Company considers whether third party evidence can be used to establish selling price. Due to the lack of similar products and services sold by other companies within the industry, the Company has rarely established selling price using third-party evidence. If neither VSOE nor third party evidence of selling price exists, the Company determines its best estimate of selling price using average selling prices over a rolling 12-month period as well as market conditions. If the product or service has no history of sales or if the sales volume is not sufficient, the Company relies upon prices set by the Company's pricing committee adjusted for applicable discounts. The Company recognizes revenue for delivered elements only when it determines there are no uncertainties regarding customer acceptance.

### ***Long-Lived Assets***

The original assumptions and rationale utilized in establishing the carrying value and estimated lives of the Company's long-lived assets are periodically re-evaluated. The criteria used for these evaluations include management's estimate of the asset's continuing ability to generate income from operations and positive cash flow in future periods as well as the strategic significance of any intangible asset to the Company's business objectives. Impairment is reviewed at the lowest levels for which there are identifiable cash flows that are independent of the cash flows of other groups of assets. If assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets, which is determined by applicable market prices, when available. The Company did not recognize a significant impairment during the period.

### ***Fair Value Measurements***

The Company determines the fair value of its assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses a fair value hierarchy with three levels of inputs, of which the first two are considered observable and the last unobservable, to measure fair value:

- *Level 1* — Quoted prices in active markets for identical assets or liabilities.
- *Level 2* — Inputs, other than Level 1, that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- *Level 3* — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table presents the Company's fair value hierarchy for assets measured at fair value on a recurring basis as of April 4, 2010 (in thousands):

	Level 1	Level 2	Level 3	Total
Debt securities in government sponsored entities	\$ 235,275	\$ —	\$ —	\$ 235,275
Corporate debt securities	213,426	—	—	213,426
Auction rate securities	—	—	54,450	54,450
U.S. Treasury securities	31,604	—	—	31,604
Total assets measured at fair value	<u>\$ 480,305</u>	<u>\$ —</u>	<u>\$ 54,450</u>	<u>\$ 534,755</u>

### Derivatives

The Company is exposed to foreign exchange rate risks in the normal course of business. To manage a portion of the accounting exposure resulting from changes in foreign currency exchange rates, the Company enters into foreign exchange contracts to hedge monetary assets and liabilities that are denominated in currencies other than the functional currency of its subsidiaries, which is currently the U.S. dollar. These foreign exchange contracts are carried at fair value and are not designated as hedging instruments. As a result, changes in the value of the derivative are recognized in other income (expense), net, in the condensed consolidated statements of operations for the current period, along with an offsetting gain or loss on the underlying assets or liabilities.

### Stock-Based Compensation

The Company uses the Black-Scholes-Merton option-pricing model to estimate the fair value of stock options granted and stock purchases under the Employee Stock Purchase Plan (ESPP). This model incorporates various assumptions including expected volatility, expected option life, expected dividends, and the risk-free interest rates. The Company determines volatility by equally weighing the historical and implied volatility of the Company's common stock. The historical volatility of the Company's common stock over the most recent period is generally commensurate with the estimated expected life of the Company's stock options, adjusted for the impact of unusual fluctuations not reasonably expected to recur and other relevant factors. The implied volatility is calculated from the implied market volatility of exchange-traded call options on the Company's common stock. The expected life of an award is based on historical forfeiture experience, exercise activity, and on the terms and conditions of the stock awards granted to employees.

The assumptions used for the specified reporting periods and the resulting estimates of weighted-average fair value per share of options granted and for stock purchases under the ESPP during those periods are as follows:

	Three Months Ended	
	April 4, 2010	March 29, 2009
Interest rate — stock options	2.73%	1.69%
Interest rate — stock purchases	0.17 - 0.51%	0.39 - 2.90%
Volatility — stock options	48%	58%
Volatility — stock purchases	48 - 58%	53 - 58%
Expected life — stock options	5 - 6 years	5 years
Expected life — stock purchases	6-12 months	6 - 12 months
Expected dividend yield	0%	0%
Weighted average fair value per share of options granted	\$ 18.10	\$ 14.53
Weighted average fair value per share of employee stock purchases	\$ 10.44	\$ 9.79

The fair value of restricted stock units granted during the three months ended April 4, 2010 and March 29, 2009 was based on the market price of our common stock on the date of grant.

As of April 4, 2010, approximately \$161.1 million of total unrecognized compensation cost related to stock options, restricted stock units and ESPP shares issued to date is expected to be recognized over a weighted-average period of approximately 1.65 years.

Total stock-based compensation expense for employee stock options and stock purchases under the ESPP consists of the following (in thousands, except per share data):



	Three Months Ended	
	April 4, 2010	March 29, 2009
Cost of product revenue	\$ 1,209	\$ 1,274
Cost of service and other revenue	111	141
Research and development	5,898	4,622
Selling, general and administrative	9,781	8,823
Share-based compensation expense before taxes	16,999	14,860
Related income tax benefits	(5,946)	(4,853)
Share-based compensation expense, net of taxes	<u>\$ 11,053</u>	<u>\$ 10,007</u>
Net share-based compensation expense per share of common stock:		
Basic	<u>\$ 0.09</u>	<u>\$ 0.08</u>
Diluted	<u>\$ 0.08</u>	<u>\$ 0.08</u>

### ***Net Income (Loss) per Share***

Basic net income or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the reporting period. Diluted net income per share is computed by dividing net income by the weighted average number of common shares outstanding during the reporting period increased to include dilutive potential common shares using the treasury stock method. Dilutive potential common shares consist of stock options with combined exercise prices and unrecognized compensation expense that are less than the average market price of the Company's common stock, restricted stock units with unrecognized compensation expense, convertible debt when the average market price of the Company's common stock is above the conversion price of \$21.83 and warrants with exercise prices that are less than the average market price of the Company's common stock. Under the treasury stock method, the amount that must be paid to exercise stock options and warrants, the amount of compensation expense for future services that the Company has not yet recognized for stock options and restricted stock units and the amount of tax benefits that will be recorded in additional paid-in capital when the awards become deductible are assumed to be used to repurchase shares. In loss periods, basic net loss per share and diluted net loss per share are identical since the effect of dilutive potential common shares is anti-dilutive and therefore excluded.

The following table presents the calculation of weighted-average shares used to calculate basic and diluted net income per share (in thousands):

	Three Months Ended	
	April 4, 2010	March 29, 2009
Weighted-average shares outstanding	120,668	121,746
Effect of dilutive potential common shares:		
Dilutive Convertible Senior Notes	7,447	5,421
Dilutive equity awards	4,192	4,119
Dilutive warrants sold in connection with the Convertible Senior Notes	2,937	—
Dilutive warrants assumed in an acquisition	1,163	1,681
Weighted-average shares used in calculating diluted net income per share	<u>136,407</u>	<u>132,967</u>
Weighted-average shares excluded from calculation due to anti-dilutive effect	<u>1,170</u>	<u>2,542</u>

### ***Comprehensive Income***

Total comprehensive income consisted of the following (in thousands):

	Three Months Ended	
	April 4, 2010	March 29, 2009
Net income	\$ 21,208	\$ 18,811
Unrealized gain (loss) on available-for-sale securities, net of deferred tax	1,314	(550)
Total comprehensive income	<u>\$ 22,522</u>	<u>\$ 18,261</u>

## 2. Balance Sheet Account Details

Inventory, net, consists of the following (in thousands):

	April 4, 2010	January 3, 2010
Raw materials	\$ 37,637	\$ 39,144
Work in process	53,212	51,670
Finished goods	9,774	1,962
Total inventory, net	<u>\$100,623</u>	<u>\$ 92,776</u>

Accrued liabilities consist of the following (in thousands):

	April 4, 2010	January 3, 2010
Compensation	\$ 29,928	\$ 32,487
Short-term deferred revenue	28,453	27,445
Taxes	13,000	12,109
Customer deposits	12,066	6,121
Reserve for product warranties	9,809	10,215
Accrued royalties	4,329	2,552
Other	5,301	7,324
Total accrued liabilities	<u>\$102,886</u>	<u>\$ 98,253</u>

## 3. Short-term investments

The following is a summary of short-term investments (in thousands):

	April 4, 2010			Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Available-for-sale securities:				
Debt securities in government sponsored entities	\$ 234,851	\$ 534	\$ (110)	\$235,275
Corporate debt securities	211,709	1,859	(142)	213,426
U.S. treasury securities	31,618	21	(35)	31,604
Total available-for-sale securities	<u>478,178</u>	<u>2,414</u>	<u>(287)</u>	<u>480,305</u>
Trading securities:				
Auction rate securities	54,450	—	(6,198)	48,252
Put option	—	6,198	—	6,198
Total trading securities	<u>54,450</u>	<u>6,198</u>	<u>(6,198)</u>	<u>54,450</u>
Total short-term investments	<u>\$532,628</u>	<u>\$ 8,612</u>	<u>\$ (6,485)</u>	<u>\$534,755</u>
	January 3, 2010			Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Available-for-sale securities:				
Debt securities in government sponsored entities	\$ 289,101	\$ 702	\$ (102)	\$289,701
Corporate debt securities	190,949	2,039	(166)	192,822
U.S. treasury securities	11,487	12	(28)	11,471
Total available-for-sale securities	<u>491,537</u>	<u>2,753</u>	<u>(296)</u>	<u>493,994</u>
Trading securities:				
Auction rate securities	54,900	—	(6,129)	48,771
Put option	—	6,129	—	6,129
Total trading securities	<u>54,900</u>	<u>6,129</u>	<u>(6,129)</u>	<u>54,900</u>
Total short-term investments	<u>\$ 546,437</u>	<u>\$ 8,882</u>	<u>\$ (6,425)</u>	<u>\$ 548,894</u>

### Available-For-Sale Securities

As of April 4, 2010, the Company had 45 available-for-sale securities in a gross unrealized loss position, all of which had been in such position for less than twelve months. There were no unrealized losses due to credit issues for the periods presented. There were no impairments considered other-than-temporary as it is more likely than not the Company will hold the securities until maturity or a recovery of the cost basis. The following table shows the fair values and the gross unrealized losses of the Company's available-for-sale securities that were in an unrealized loss position at April 4, 2010 and January 3, 2010 aggregated by investment category (in thousands):



	April 4, 2010		January 3, 2010	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Debt securities in government sponsored entities	\$ 76,701	\$ (110)	\$ 73,783	\$ (102)
Corporate debt securities	46,148	(142)	26,488	(166)
U.S. treasury securities	24,591	(35)	4,471	(28)
Total	<u>\$ 147,440</u>	<u>\$ (287)</u>	<u>\$ 104,742</u>	<u>\$ (296)</u>

Realized gains and losses are determined based on the specific identification method and are reported in other income (expense), net in the condensed consolidated statements of operations. Gross realized gains and losses on sales of available-for-sale securities were immaterial for the three months ended April 4, 2010 and March 29, 2009.

#### *Trading Securities*

At April 4, 2010, the Company's trading securities consisted of \$54.5 million (at cost) in auction rate securities issued primarily by municipalities and universities. The auction rate securities are held in a brokerage account with UBS Financial Services, Inc., a subsidiary of UBS. These securities are debt instruments with a long-term maturity and with an interest rate that is reset in short intervals through auctions.

The markets for auction rate securities effectively ceased when the vast majority of auctions failed in February 2008, preventing investors from selling these securities. As of April 4, 2010, the securities continued to fail auction and remained illiquid. Changes in the fair value of the Company's auction rate securities from January 3, 2010 through April 4, 2010 are as follows (in thousands):

Fair value as of January 3, 2010	\$ 48,771
Redeemed by issuer	(450)
Unrealized loss(1)	<u>(69)</u>
Fair value as of April 4, 2010	<u>\$ 48,252</u>

(1) Unrealized gains and losses associated with the Company's auction rate securities are classified as other income (expense), net in the consolidated statements of operations for the three months ended April 4, 2010.

In determining the fair value of the Company's auction rate securities, the Company considered trades in the secondary market. However, due to the auction failures of the auction rate securities in the marketplace and the lack of trading in the secondary market of these instruments, there was insufficient observable auction rate security market information available to directly determine the fair value of the Company's investments. As a result, the value of these securities and resulting unrealized loss was determined using Level 3 hierarchical inputs. These inputs include management's assumptions of pricing by market participants, including assumptions about risk. The Company used the concepts of fair value based on estimated discounted future cash flows of interest income over a projected 17 year period, which is reflective of the weighted average life of the student loans in the underlying trust. In preparing this model, the Company used historical data of the rates upon which a majority of the auction rate securities' contractual rates were based, such as the LIBOR and average trailing twelve-month 90-day treasury interest rate spreads, to estimate future interest rates. The Company also considered the discount factors, taking into account the credit ratings of the auction rate securities, using a range of discount rates from 5.9% to 7.3%. The Company obtained information from multiple sources, including UBS, to determine a reasonable range of assumptions to use in valuing the auction rate securities. The Company's model was corroborated by a separate comparable cash flow analysis prepared by UBS. To understand the sensitivity of the Company's valuation, the liquidity factor and estimated remaining life was varied. Variations in those results were evaluated and it was determined the factors and valuation method chosen were reasonable and representative of the Company's auction rate security portfolio.

As a result of the auction rate failures, various regulatory agencies initiated investigations into the sales and marketing practices of several banks and broker-dealers, including UBS, which sold auction rate securities, alleging violations of federal and state laws. Along with several other broker-dealers, UBS subsequently reached a settlement with the federal and state regulators that required them to repurchase auction rate securities from certain investors at par at some future date. In November 2008, the Company signed a settlement agreement granting the Company an option to sell its auction rate securities at par value to UBS during the period of June 30, 2010 through July 2, 2012 (the Settlement). In accepting the Settlement, the Company released UBS from any claims relating to the marketing and sale of auction rate securities. Although the Company expects to sell its auction rate securities under the

Settlement, if the Settlement is not exercised before July 2, 2012, it will expire and UBS will have no further rights or obligation to buy the Company's auction rate securities. In lieu of the acceptance of the Settlement, the auction rate securities will continue to accrue interest as determined by the auction process or the terms outlined in the prospectus of the auction rate securities if the auction process fails. In addition to offering to repurchase the Company's auction rate securities, as part of the Settlement, UBS has agreed to provide the Company with a "no net cost" loan up to 75% of the par value of the auction rate securities until June 30, 2010. According to the terms of the Settlement, the interest rate on the loan will approximate the weighted average interest or dividend rate payable to the Company by the issuer of any auction rate securities pledged as collateral.

UBS's obligations under the Settlement are not secured by its assets and do not require UBS to obtain any financing to support its performance obligations under the Settlement. UBS has disclaimed any assurance that it will have sufficient financial resources to satisfy its obligations under the Settlement.

To account for the Settlement, the Company recorded a separate freestanding asset (put option) and recognized a corresponding gain in earnings during the fourth quarter of 2008. Changes in the fair value of the Company's put option have been recorded as other income (expense), net in the condensed consolidated statements of operations. The changes in fair value from January 3, 2010 through April 4, 2010 are as follows (in thousands):

Fair value as of January 3, 2010	\$ 6,129
Unrealized gain	69
Fair value as of April 4, 2010	<u>\$ 6,198</u>

Since the put option does not meet the definition of a derivative instrument, the Company elected to measure it at fair value in accordance with authoritative guidance related to the fair value option for financial assets and financial liabilities. The Company valued the put option using a discounted cash flow approach including estimates of interest rates, timing and amount of cash flow, with consideration given to UBS's financial ability to repurchase the auction rate securities beginning June 30, 2010. These assumptions are volatile and subject to change as the underlying sources of these assumptions and market conditions change.

The Company will continue to recognize gains and losses in earnings approximating the changes in the fair value of the auction rate securities at each balance sheet date. These gains and losses are expected to be approximately offset by changes in the fair value of the put option.

The auction rate securities were classified as short-term investments at April 4, 2010 and January 3, 2010, as the Company intends to exercise the right to sell the securities back to UBS within the next year.

#### 4. Warranties

The Company generally provides a one-year warranty on genotyping, gene expression and sequencing systems. Additionally, the Company provides a warranty on its consumable sales through the expiry date, which generally ranges from six to twelve months after the manufacture date. At the time revenue is recognized, the Company establishes an accrual for estimated warranty expenses based on historical experience as well as anticipated product performance. This expense is recorded as a component of cost of product revenue. Estimated warranty expenses associated with extended maintenance contracts for systems are recorded as cost of service and other revenue as incurred over the term of the maintenance contract.

Changes in the Company's reserve for product warranties from January 3, 2010 through April 4, 2010 are as follows (in thousands):

Balance at January 3, 2010	\$ 10,215
Additions charged to cost of revenue	4,107
Repairs and replacements	<u>(4,513)</u>
Balance at April 4, 2010	<u>\$ 9,809</u>

#### 5. Convertible Senior Notes

On February 16, 2007, the Company issued \$400.0 million principal amount of 0.625% convertible senior notes due 2014. The net proceeds from the offering, after deducting the initial purchasers' discount and offering expenses, were approximately \$390.3 million. The Company will pay 0.625% interest per annum on the principal amount of the notes, payable semi-annually in arrears in cash on

February 15 and August 15 of each year. The Company made an interest payment of \$1.2 million on February 15, 2010. The notes mature on February 15, 2014.

The notes will be convertible into cash and, if applicable, shares of the Company's common stock, \$0.01 par value per share, based on a conversion rate, subject to adjustment, of 45.8058 shares per \$1,000 principal amount of notes (which represents a conversion price of approximately \$21.83 per share), only in the following circumstances and to the following extent: (1) during the five business-day period after any five consecutive trading-day period (the measurement period) in which the trading price per note for each day of such measurement period was less than 97% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such day; (2) during any calendar quarter, if the last reported sale price of the Company's common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter exceeds 130% of the applicable conversion price in effect on the last trading day of the immediately preceding calendar quarter; (3) upon the occurrence of specified events; and (4) at any time on or after November 15, 2013 through the third scheduled trading day immediately preceding the maturity date. As of April 4, 2010, notes in an aggregate principal amount of \$10.0 million have been converted.

The Company entered into a hedge transaction upon issuance of the convertible senior notes with the initial purchasers and/or their affiliates (the hedge counterparties), which entitles the Company to purchase up to 18,322,320 shares of the Company's common stock at a strike price of approximately \$21.83 per share, subject to adjustment. In addition, the Company sold to these hedge counterparties warrants exercisable, on a cashless basis, for up to 18,322,320 shares of the Company's common stock at a strike price of \$31.435 per share, subject to adjustment. The cost of the hedge transaction that was not covered by the proceeds from the sale of the warrants was approximately \$46.6 million and was reflected as a reduction of additional paid-in capital. The hedge transaction is expected to reduce the potential equity dilution upon conversion of the notes to the extent the Company exercises the hedge to purchase shares from the hedge counterparties to deliver to converting noteholders. However, the warrants could have a dilutive effect on the Company's earnings per share to the extent that the price of the Company's common stock exceeds the strike price of the warrants.

The Company accounts separately for the liability and equity components of the notes in accordance with authoritative guidance for convertible debt instruments that may be settled in cash upon conversion. The guidance requires the carrying amount of the liability component to be estimated by measuring the fair value of a similar liability that does not have an associated conversion feature. As the Company was unable to find any other comparable companies in industry and size with outstanding non-convertible public debt, the Company determined that senior, unsecured corporate bonds represent a similar liability to the convertible senior notes without the conversion option. To measure the fair value of the similar liability at February 16, 2007, the Company estimated an interest rate using assumptions that market participants would use in pricing the liability component, including market interest rates, credit standing, yield curves and volatilities, all of which are defined as Level 2 Observable Inputs. The estimated interest rate of 8.27% was applied to the convertible senior notes and coupon interest using a present value technique to arrive at the fair value of the liability component. The difference between the cash proceeds associated with the convertible debt and this estimated fair value of the liability component is recorded as an equity component. We classified a portion of the equity component as temporary equity measured as the excess of a) the amount of cash that would be required to be paid upon conversion over b) the current carrying amount of the liability-classified component. The amount is reflected within conversion option subject to cash settlement in the condensed consolidated balance sheets.

As of January 3, 2010, the principal amount of the convertible senior notes was \$390.0 million and the unamortized discount was \$99.8 million resulting in a net carrying amount of the liability component of \$290.2 million. As of April 4, 2010, the principal amount of the convertible senior notes was \$390.0 million and the unamortized discount was \$94.6 million resulting in a net carrying amount of the liability component of \$295.4 million. The remaining period over which the discount on the liability component will be amortized is 3.87 years.

## 6. Stockholders' Equity

### *Stock Options*

The Company's stock option activity under all stock option plans during the three months ended April 4, 2010 is as follows:

	<u>Options</u>	<u>Weighted-Average Exercise Price</u>
Outstanding at January 3, 2010	16,089,438	\$ 18.59
Granted	1,150,989	\$ 36.90
Exercised	(1,357,591)	\$ 15.77
Cancelled	(625,291)	\$ 22.06
Outstanding at April 4, 2010	<u>15,257,545</u>	\$ 20.07

The weighted average remaining life of options exercisable is 5.8 years as of April 4, 2010.

The aggregate intrinsic value of options outstanding and options exercisable as of April 4, 2010 was \$294.8 million and \$203.3 million, respectively. Aggregate intrinsic value represents the difference between the Company's closing stock price per share on the last trading day of the fiscal period, which was \$39.30 as of April 1, 2010, and the exercise price multiplied by the number of options outstanding. Total intrinsic value of options exercised was \$29.4 million and \$21.2 million for the three months ended April 4, 2010 and March 29, 2009, respectively.

### *Employee Stock Purchase Plan*

The price at which stock is purchased under the ESPP is equal to 85% of the fair market value of the common stock on the first or last day of the offering period, whichever is lower. Shares totaling 210,006 were issued under the ESPP during the three months ended April 4, 2010. As of April 4, 2010, there were 16,224,443 shares available for issuance under the ESPP.

### *Restricted Stock Units*

A summary of the Company's restricted stock unit activity and related information for the three months ended April 4, 2010 is as follows:

	<u>Restricted Stock Units (1)</u>
Outstanding at January 3, 2010	2,508,708
Awarded	288,113
Vested	(94,861)
Cancelled	(51,866)
Outstanding at April 4, 2010	<u>2,650,094</u>

(1) Each stock unit represents the fair market value of one share of common stock.

The weighted average grant-date fair value per share for the restricted stock units was \$36.96 for the three months ended April 4, 2010.

Based on the closing price of the Company's common stock of \$39.30 on April 1, 2010, the total intrinsic value of all outstanding restricted stock units on that date was \$104.1 million.

### *Warrants*

In conjunction with an acquisition in January 2007, the Company assumed 4,489,686 warrants. During the three months ended April 4, 2010, there were 442,212 warrants exercised, resulting in cash proceeds to the Company of approximately \$3.6 million.

A summary of all warrants outstanding as of April 4, 2010 is as follows:

<u>Number of Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
620,110	\$ 10.91	11/23/2010
1,020,832	\$ 10.91	1/19/2011
18,322,320 (1)	\$ 31.44	2/15/2014
<u>19,963,262</u>		

(1) Represents warrants sold in connection with the offering of the Company's convertible senior notes (see Note 5).

## 7. Legal Proceedings

From time to time, we are party to litigation and other legal proceedings in the ordinary course, and incidental to the conduct, of our business. While the results of any litigation or other legal proceedings are uncertain, management does not believe the ultimate resolution of any pending legal matters is likely to have a material adverse effect on our financial position or results of operations.

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This discussion and analysis should be read in conjunction with our financial statements and accompanying notes included in this Quarterly Report on Form 10-Q and the financial statements, notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended January 3, 2010 included in our Annual Report on Form 10-K. Operating results are not necessarily indicative of results that may occur in future periods.

The discussion and analysis in this Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, strategies, objectives, expectations, intentions and adequacy of resources. Words such as "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project" or similar words or phrases, or the negatives of these words, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward looking. Examples of forward-looking statements include, among others, statements regarding the integration of our acquired technologies with our existing technology, the commercial launch of new products, the entry into new business segments or markets, and the duration which our existing cash and other resources is expected to fund our operating activities.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Among the important factors that could cause actual results to differ materially from those in any forward-looking statements are (i) our ability to develop and commercialize further our BeadArray™, VeraCode®, and Solexa® technologies and to deploy new sequencing, gene expression, and genotyping products and applications for our technology platforms, (ii) our ability to manufacture robust instrumentation and reagents, and (iii) reductions in the funding levels to our primary customers, including as the result of timing and amount of funding provided by the American Recovery and Reinvestment Act of 2009, together with other factors detailed in our filings with the Securities and Exchange Commission, including our recent filings on Forms 10-K and 10-Q, or in information disclosed in public conference calls, the date and time of which are released beforehand. We undertake no obligation, and do not intend, to update these forward-looking statements, to review or confirm analysts' expectations, or to provide interim reports or updates on the progress of the current financial quarter. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q.

### Business Overview

We are a leading developer, manufacturer, and marketer of integrated systems for the analysis of genetic variation and biological function. Using our proprietary technologies, we provide a comprehensive line of products and services that currently serve the sequencing, genotyping, and gene expression markets, and we expect to enter the market for molecular diagnostics. Our customers include leading genomic research centers, pharmaceutical companies, academic institutions, clinical research organizations, and biotechnology companies.

We develop and commercialize sequencing technologies used to perform a range of analyses, including de novo sequencing, whole genome re-sequencing, gene expression analysis, and small RNA analysis. Our product and service offerings also include leading-edge solutions for single-nucleotide polymorphism (SNP) genotyping, copy number variation (CNV), DNA methylation studies, gene expression profiling, and low-multiplex analysis of DNA, RNA, and protein. We believe we are the only company with genome-scale technology for sequencing, genotyping, and gene expression — the three cornerstones of modern genetic analysis.

Our tools provide researchers around the world with the performance, throughput, cost effectiveness, and flexibility necessary to determine and analyze the billions of bits of genetic information needed to extract valuable medical information from advances in genomics and proteomics. We believe this information will enable researchers to correlate genetic variation and biological function, which will enhance drug discovery and clinical research, allow diseases to be detected earlier, and permit better choices of drugs for individual patients.

Our analysis presented below is organized to provide the information we believe will be useful for understanding the relevant trends going forward. However, this discussion should be read in conjunction with our consolidated financial statements and the notes thereto in Item 1 of this report.



## **Business Trends and Outlook**

Our financial results have been, and will continue to be, impacted by several significant trends, which are described below:

### ***Next Generation Sequencing***

Strong demand for next generation sequencing applications continues to drive both sequencing instrument and consumable sales. In 2009 we made advances to our sequencing technology in many areas including enhanced chemistry, algorithms, and hardware. The combination of these advances increased the output and decreased the cost of sequencing and expanded the number of applications that researchers can perform using our sequencing systems. During the first quarter of 2010, we began customer shipments of the HiSeq 2000, our next generation sequencing instrument that we believe will allow customers to sequence whole human genomes for less than \$10,000 in reagent costs. This instrument has created significant demand and has contributed to our record backlog levels at the end of the first quarter. We are quickly ramping our manufacturing capacity for the HiSeq 2000 and believe that we will exit the second quarter with the ability to meet customer demand with reasonable ship schedules. Additionally, we believe revenue will increase in the latter half of the year due to the increased installed base and resulting consumable sales.

### ***MicroArrays***

We experienced a slowdown in the sales of our microarray products during 2009 that was largely attributable to researchers reducing or suspending the initiation of new studies as they waited for rare variant content emerging from the 1000 Genomes Project, an international research effort launched in 2008 to establish the most detailed catalog of human genetic variation. Despite advances in sequencing technology, we believe microarrays remain a cheaper, faster, and more accurate technology for use when genetic content is known. The information content of specific microarrays is fixed and reproducible. As such, specific microarrays provide repeatable, standardized assays for certain subsets of nucleotide bases within the overall genome. During 2010, as part of our previously announced Genome Wide Association Studies (GWAS) roadmap, we plan to launch microarrays that will feature approximately 2.5 million and 5.0 million markers per sample and include new rare variant content from the 1000 Genomes Project. As these microarrays become available, we believe activity in the microarray market will increase relative to 2009.

### ***American Recovery and Reinvestment Act of 2009 (the Recovery Act)***

The Recovery Act was enacted in February 2009 to provide stimulus to the U.S. economy in the wake of the economic downturn. As part of the Recovery Act legislation, over \$10.0 billion in funding was provided to the National Institutes of Health (NIH) through September 2010 to support the advancement of scientific research. While it is not possible to quantify the net impact of orders resulting from the Recovery Act due to the uncertainty surrounding orders that would have been received in absence of stimulus, we believe approximately \$21.0 million in orders were directly related to Recovery Act grants. We believe a significant portion of the Recovery Act awards may be distributed during the remainder of 2010, which may create a pipeline of opportunity throughout the year.

### ***Gross Profit***

Our gross profit increased during 2009 from the realization of cost efficiencies in manufacturing and an improved sales mix of sequencing consumables driven by growth in the installed base of our sequencing systems. We expect changes in our product mix to continue to affect our gross profit, particularly in the latter half of the year. We anticipate gross profit to be higher in the first half of 2010 and then decrease as the sales mix shifts to newer products and the effects of our trade-in promotions associated with the launch of the HiSeq 2000 are realized. Additionally, we expect price competition to continue in our markets causing increased variability in our gross profit on a quarterly and annual basis.

### ***Operating Expenses***

We expect to incur additional operating costs to support the expected growth of our business. As a result of revenues growing faster in the second half of 2010, we expect operating expenses as a percentage of revenue to be higher in the first half of the year compared to the second half. We believe a substantial investment in research and development is essential to remaining competitive and launching products into new markets. Accordingly, we expect our research and development expenses to increase in absolute dollars as we expand our product base. Selling, general and administrative expenses are also expected to increase in absolute dollars as we continue to expand our staff and add sales and marketing infrastructure.

## Income Taxes

The provision for income taxes is dependent on the mix of earnings in tax jurisdictions with different statutory tax rates and the other factors discussed in the risk factor “We are subject to risks related to taxation in multiple jurisdictions and the possible loss of the tax deduction on our outstanding convertible notes” in Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 3, 2010. For 2010 and beyond, we anticipate an increase in earnings in higher tax jurisdictions which may adversely impact the provision for income taxes.

Due to the expected utilization of the majority of our net operating loss carryforwards and U.S. federal research and development tax credit carryforwards, we anticipate significant income tax payments starting in the second quarter of 2010.

While these trends are important to understanding and evaluating our financial results, the other transactions, events and trends discussed in “Risk Factors” in Item 1A of this report and Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 3, 2010 may also materially impact our business operations and financial results.

## Results of Operations

To enhance comparability, the following table sets forth our unaudited condensed consolidated statements of operations for the specified reporting periods stated as a percentage of total revenue.

	Three Months Ended	
	April 4, 2010	March 29, 2009
Revenue:		
Product revenue	90%	94%
Service and other revenue	10	6
Total revenue	100	100
Cost of revenue:		
Cost of product revenue	27	31
Cost of service and other revenue	3	2
Amortization of intangible assets	1	1
Total cost of revenue	31	34
Gross profit	69	66
Operating expenses:		
Research and development	23	20
Selling, general and administrative	26	26
Total operating expenses	49	46
Income from operations	20	20
Other income (expense), net:		
Interest income	1	2
Interest expense	(3)	(3)
Other income (expense), net	(1)	(2)
Total other expense, net	(3)	(3)
Income before income taxes	17	17
Provision for income taxes	6	6
Net income	11%	11%

Our fiscal year consists of 52 or 53 weeks ending the Sunday closest to December 31, with quarters of 13 or 14 weeks ending the Sunday closest to March 31, June 30 and September 30. The three months ended April 4, 2010 and March 29, 2009 were both 13 weeks.

### Three months Ended April 4, 2010 and March 29, 2009

	Three Months Ended		Change	Percentage Change
	April 4, 2010	March 29, 2009		
	(in thousands)			
Product revenue	\$ 173,679	\$ 156,199	\$ 17,480	11%
Service and other revenue	18,452	9,558	8,894	93
Total revenue	\$ 192,131	\$ 165,757	\$ 26,374	16%
Total gross profit	\$ 132,178	\$ 110,065	\$ 22,113	20%
Total gross margin	69%	66%		

## Revenue

Product revenue consists primarily of sales of consumables and instruments.

Consumable revenue increased \$10.9 million, or 11%, to \$114.0 million for the three months ended April 4, 2010 compared to \$103.1 million for the three months ended March 29, 2009. Microarray consumable revenue, which constituted more than half of our consumable revenue, declined \$9.4 million primarily attributable to lower sales of whole-genome genotyping arrays. This decline was partially offset by growth in sales of focused content and methylation arrays. Sales volume of our Infinium BeadChip product lines, which constitute a majority of our microarray consumable sales, increased on a sample basis during the three months ended April 4, 2010 compared to the three months ended March 29, 2009. The average selling price per sample, however, declined due to a change in product mix attributable to growth in sales of our focused content arrays coupled with lower sales of whole-genome genotyping arrays. Revenue from sequencing consumables increased \$20.3 million, or 84%, driven by growth in the installed base of our Genome Analyzer systems and customer labs ramping to production scale.

Revenue from the sale of instruments increased \$6.8 million, or 13%, to \$57.2 million for the three months ended April 4, 2010 compared to \$50.4 million for the three months ended March 29, 2009 due to a \$5.5 million increase in sales of our sequencing systems and a \$1.3 million increase in sales of our microarray systems. We experienced increases in both the number of units sold and average selling prices per unit for our sequencing systems during the three months ended April 4, 2010 compared to the three months ended March 29, 2009. The increase in units sold was driven by increased demand for next generation sequencing systems. The increase in average selling prices was attributable to the product transition from the Genome Analyzer II to the Genome Analyzer IIx in the second quarter of 2009 and the launch of the HiSeq 2000 in the first quarter of 2010.

## Gross Margin

The increase in gross margin was primarily due to our new Real-Time Analysis software package, launched in the second quarter of 2009, which allowed us to reduce the hardware cost of the Genome Analyzer. Additionally, the realization of manufacturing and supply-chain efficiencies related to our sequencing products resulted in lower material costs and favorable overhead absorption.

## Operating Expenses

	Three Months Ended		Change	Percentage Change
	April 4, 2010	March 29, 2009		
	(in thousands)			
Research and development	\$ 43,675	\$ 32,726	\$ 10,949	33%
Selling, general and administrative	50,278	42,831	7,447	17
Total operating expenses	<u>\$ 93,953</u>	<u>\$ 75,557</u>	<u>\$ 18,396</u>	24%

The increase in research and development expenses was primarily driven by a \$6.9 million increase in personnel expenses associated with the growth of our business and an increase in other non-personnel expenses of \$6.1 million. The purchase of lab and production supplies related to a specific project comprised the majority of the increase in other non-personnel expenses. During the three months ended March 29, 2009, we incurred a \$2.0 million expense related to an agreement for exclusive licensing rights to certain new technologies under development. There was no similar expense incurred during the three months ended April 4, 2010.

The increase in selling, general and administrative expenses was primarily due to a \$7.9 million increase in personnel expenses associated with the growth of our business, partially offset by a decrease of \$0.4 million in other non-personnel expenses mainly associated with lower legal and consulting fees.

## Other Income (Expense), Net

	Three Months Ended		Change	Percentage Change
	April 4, 2010	March 29, 2009		
	(In thousands)			
Interest income	\$ 2,204	\$ 2,916	\$ (712)	(24)%
Interest expense	(5,955)	(5,684)	(271)	5
Other expense, net	(1,113)	(2,389)	1,276	(53)
Total other expense, net	<u>\$ (4,864)</u>	<u>\$ (5,157)</u>	<u>\$ 293</u>	(6)%

Total other expense, net, decreased \$0.3 million primarily due to a \$1.1 million decrease in net foreign currency transaction losses.

#### *Provision for Income Taxes*

	<u>Three Months Ended</u>		<u>Change</u>	<u>Percentage Change</u>
	<u>April 4, 2010</u>	<u>March 29, 2009</u>		
	(in thousands)			
Provision for income taxes	\$ 12,153	\$ 10,540	1,613	15%

The effective tax rate increased from 35.9% during the three months ended March 29, 2009 to 36.4% during the three months ended April 4, 2010 predominately due to the expiration of the federal research and development credit on December 31, 2009, which has not yet passed for fiscal 2010. We expect this measure to be passed and retroactively applied during the current year.

### **Liquidity and Capital Resources**

#### *Cash flow summary*

	<u>Three Months Ended</u>	
	<u>April 4, 2010</u>	<u>March 29, 2009</u>
	(in thousands)	
Net cash provided by operating activities	\$ 55,364	\$ 50,748
Net cash used in investing activities	(23,931)	(39,818)
Net cash provided by financing activities	34,306	7,813
Effect of exchange rate changes on cash and cash equivalents	2,853	5,379
Net increase in cash and cash equivalents	<u>\$ 68,592</u>	<u>\$ 24,122</u>

#### *Operating Activities*

Cash provided by operating activities for the three months ended April 4, 2010 consists of net income of \$21.2 million plus net non-cash adjustments of \$27.3 million and a \$6.8 million increase in net operating assets. The primary non-cash expenses added back to net income included share based compensation of \$17.0 million and depreciation and amortization expense related to property and equipment, intangibles and the debt discount on our convertible notes totaling \$14.2 million.

#### *Investing Activities*

Cash used in investing activities totaled \$23.9 million for the three months ended April 4, 2010. We purchased and sold available-for-sale securities totaling \$114.0 million and \$126.7 million, respectively. During the quarter, we paid \$26.2 million for additional purchase consideration associated with a prior acquisition and the purchase of strategic investments. We also incurred \$10.4 million in capital expenditures primarily associated with the purchase of manufacturing equipment for our San Diego facility and infrastructure for additional production capacity.

#### *Financing Activities*

Cash provided by financing activities totaled \$34.3 million for the three months ended April 4, 2010. We received \$29.8 million in proceeds from the exercise of stock options and warrants and the sale of shares under our Employee Stock Purchase Plan.

#### *Liquidity*

We manage our business to maximize operating cash flows as the primary source of our liquidity. Our ability to generate cash from operations provides us with the financial flexibility we need to meet operating, investing and financing needs. Historically, we have issued debt and equity securities to finance our requirements to the extent that cash provided by operating activities was not sufficient to fund our needs. We may require additional funding in the future and our failure to raise capital on acceptable terms, when needed, could have a material adverse effect on our business.

At April 4, 2010, we had approximately \$748.0 million in cash and short-term investments. Short-term investments include marketable securities and auction rate securities totaling \$480.3 million and \$54.5 million, respectively. Our marketable securities

consist of debt securities in government sponsored entities, corporate debt securities and U.S treasury notes. We do not hold securities backed by mortgages. Our auction rate securities were issued primarily by municipalities and universities. The markets for auction rate securities effectively ceased when the vast majority of auctions failed in February 2008, preventing investors from selling their auction rate securities. As of April 4, 2010, the securities continued to fail auction and remained illiquid. In November 2008, we signed a settlement agreement allowing us to sell our auction rate securities at par value to UBS AG (UBS) at our discretion during the period of June 30, 2010 through July 2, 2012. Because we intend to exercise this right when it becomes available, we have classified our auction rate securities as short-term on the balance sheet. See Note 3 of Notes to Condensed Consolidated Financial Statements for further information regarding our auction rate securities.

On February 16, 2007, the Company issued \$400.0 million principal amount of 0.625% convertible senior notes that mature February 15, 2014. The Company pays 0.625% interest per annum on the principal amount of the notes, payable semi-annually in arrears in cash on February 15 and August 15 of each year. The notes are convertible into cash and, if applicable, shares of our common stock under certain circumstances as described in Note 5 of Notes to Consolidated Financial Statements. As of April 4, 2010, the principal amount of the notes was \$390.0 million due to the conversion of \$10.0 million of the notes during the first quarter of 2009.

Our primary short-term needs for capital, which are subject to change, include expenditures related to:

- potential strategic acquisitions and investments;
- support of our commercialization efforts related to our current and future products, including expansion of our direct sales force and field support resources both in the United States and abroad;
- the continued advancement of research and development efforts;
- the acquisition of equipment and other fixed assets for use in our current and future manufacturing and research and development facilities;
- improvements in our manufacturing capacity and efficiency; and
- the expansion needs of our facilities, including costs of leasing additional facilities.

We expect that our product revenue and the resulting operating income, as well as the status of each of our new product development programs, will significantly impact our cash management decisions.

We anticipate that our current cash and cash equivalents and income from operations will be sufficient to fund our operating needs for at least the next 12 months, barring unforeseen circumstances. Operating needs include the planned costs to operate our business, including amounts required to fund working capital and capital expenditures. At the present time, we have no material commitments for capital expenditures. Our future capital requirements and the adequacy of our available funds will depend on many factors, including:

- our ability to successfully commercialize and further develop our technologies and create innovative products in our markets;
- scientific progress in our research and development programs and the magnitude of those programs;
- competing technological and market developments; and
- the need to enter into collaborations with other companies or acquire other companies or technologies to enhance or complement our product and service offerings.

#### **Off-Balance Sheet Arrangements**

There were no substantial changes to our off-balance sheet arrangements or contractual commitments in the three months ended April 4, 2010 when compared to the disclosures in Item 7 of our Annual Report on Form 10-K for the fiscal year ended January 3, 2010.

### **Critical Accounting Policies and Estimates**

There were no material changes to our critical accounting policies and estimates during the three months ended April 4, 2010. For further information on our critical accounting policies and estimates, refer to our Annual Report on Form 10-K for the fiscal year ended January 3, 2010.

### **Recent Accounting Pronouncements**

There were no accounting pronouncements adopted by the Company or issued during the three months ended April 4, 2010 that had a material effect on the Company's condensed consolidated financial statements or that are reasonably certain to have a material impact on the condensed consolidated financial statements in future periods.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

There were no substantial changes to our market risks in the three months ended April 4, 2010, when compared to the disclosures in Item 7A of our Annual Report on Form 10-K for the fiscal year ended January 3, 2010.

### **Item 4. Controls and Procedures.**

We design our internal controls to provide reasonable assurance that (1) our transactions are properly authorized; (2) our assets are safeguarded against unauthorized or improper use; and (3) our transactions are properly recorded and reported in conformity with GAAP. We also maintain internal controls and procedures to ensure that we comply with applicable laws and our established financial policies.

We have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act), as of April 4, 2010. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of April 4, 2010, our disclosure controls and procedures are effective to provide reasonable assurance that (a) the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (b) such information is accumulated and communicated to our management, including our principal executive officer and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management have concluded that the disclosure controls and procedures are effective at the reasonable assurance level. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

An evaluation was also performed under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of any change in our internal control over financial reporting that occurred during the first quarter of 2010 and that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. That evaluation did not identify any such change.

## PART II — OTHER INFORMATION

### Item 1. Legal Proceedings.

From time to time, we are party to litigation and other legal proceedings in the ordinary course, and incidental to the conduct, of our business. While the results of any litigation or other legal proceedings are uncertain, management does not believe the ultimate resolution of any pending legal matters is likely to have a material adverse effect on our financial position or results of operations.

### ITEM 1A. Risk Factors.

Our business is subject to various risks, including those described in Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 3, 2010, which we strongly encourage you to review. There have been no material changes from the risk factors disclosed in Item 1A of our Form 10-K.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4. Submission of Matters to a Vote of Security Holders.

None.

### Item 5. Other Information.

None.

### Item 6. Exhibits.

Exhibit Number	Description of Document
31.1	Certification of Jay T. Flatley pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Christian O. Henry pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Jay T. Flatley pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Christian O. Henry pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## SIGNATURES

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 thereunto duly authorized.

Illumina, Inc.  
(registrant)

Date: April 30, 2010

/s/ CHRISTIAN O. HENRY

Christian O. Henry  
Senior Vice President and Chief Financial Officer



**CERTIFICATION OF JAY T. FLATLEY PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jay T. Flatley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Illumina, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 30, 2010

/s/ JAY T. FLATLEY  
Jay T. Flatley  
President and Chief Executive Officer

**CERTIFICATION OF CHRISTIAN O. HENRY PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christian O. Henry, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Illumina, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 30, 2010

/s/ CHRISTIAN O. HENRY  
Christian O. Henry  
Senior Vice President and Chief Financial Officer

**CERTIFICATION OF JAY T. FLATLEY PURSUANT TO 18 U.S.C. SECTION  
1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-  
OXLEY ACT OF 2002**

In connection with the Quarterly Report of Illumina, Inc. (the "Company") on Form 10-Q for the three months ended April 4, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jay T. Flatley, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 30, 2010

By: /s/ JAY T. FLATLEY  
Jay T. Flatley  
President and Chief Executive Officer

This certification accompanying the Report is not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities such Section, and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before, on or after the date of the Report), irrespective of any general incorporation language contained in such filing.

**CERTIFICATION OF CHRISTIAN O. HENRY PURSUANT TO 18 U.S.C.  
SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Illumina, Inc. (the "Company") on Form 10-Q for the three months ended April 4, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christian O. Henry, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 30, 2010

By: /s/ CHRISTIAN O. HENRY  
Christian O. Henry  
Senior Vice President and Chief Financial Officer

This certification accompanying the Report is not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities such Section, and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before, on or after the date of the Report), irrespective of any general incorporation language contained in such filing.