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ILLUMINA INC
Form SC 13G/A
February 11, 2004

OMB APPROVAL

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2) *

Illumina, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45232710

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 45232710

13G

PAGE 2 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ARCH Venture Fund III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,315,298

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,315,298

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,315,298

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2 of 15 Pages

Edgar Filing: ILLUMINA INC - Form SC 13G/A

CUSIP NO. 45232710

13G

PAGE 3 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ARCH Venture Partners, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,315,298

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,315,298

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3,315,298

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INSTRUCTIONS) []

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10.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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Edgar Filing: ILLUMINA INC - Form SC 13G/A

Page 3 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 4 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Lazarus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

5 SOLE VOTING POWER
4,625

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
3,315,298

7 SOLE DISPOSITIVE POWER
4,625

8 SHARED DISPOSITIVE POWER
3,315,298

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,315,298

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Page 4 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 5 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Keith Crandell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

5 SOLE VOTING POWER

5,395

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,315,298

7 SOLE DISPOSITIVE POWER

5,395

8 SHARED DISPOSITIVE POWER

3,315,298

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,320,693

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 5 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 6 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Nelsen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

5 SOLE VOTING POWER

17,895

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

3,315,298

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

17,895

8 SHARED DISPOSITIVE POWER

3,315,298

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,333,193

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.14%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 6 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 7 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Clinton Bybee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

5 SOLE VOTING POWER

5,088

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,315,298

7 SOLE DISPOSITIVE POWER

5,088

8 SHARED DISPOSITIVE POWER

3,315,298

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,320,386

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 7 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 8 OF 15 PAGES

Schedule 13G

- Item 1(a). Name of Issuer: Illumina, Inc. (the "Issuer").
- Item 1(b). Address of Issuer's Principal Executive Offices: 9885 Towne Center Dr., San Diego, CA 92121.
- Item 2(a). Names of Persons Filing: ARCH Venture Fund III, L.P. ("ARCH Venture Fund III"); ARCH Venture Partners, L.L.C. ("AVP LLC") (collectively, the "Reporting Entities" and individually, each a "Reporting Entity") and Steven Lazarus ("Lazarus"), Keith Crandell ("Crandell"), Robert Nelsen ("Nelsen") and Clinton Bybee ("Bybee") (collectively, the "Managing Directors" and individually, each a "Managing Director"). The Reporting Entities and the Managing Directors collectively are referred to as the "Reporting Persons".
- Item 2(b). Address of Principal Business Office or, if None, Residence: 8725 W. Higgins Road, Suite 290, Chicago, IL 60631.
- Item 2(c). Citizenship: ARCH Venture Fund III is a limited partnership organized under the laws of the State of Delaware. AVP LLC is a limited liability company organized under the laws of the State of Delaware. Each Managing Director is a US citizen.
- Item 2(d). Title of Class of Securities: Common Stock, \$.01 par value (the "Common Stock").
- Item 2(e). CUSIP Number: 45232710
- Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.
- Item 4. Ownership.
- (a) Amount beneficially owned:
- ARCH Venture Fund III is the record owner of 3,315,298 shares of Common Stock (the "Record

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Shares") as of December 31, 2003. As the sole general partner of ARCH Venture Fund III, AVP LLC may be deemed to own the Record Shares. As individual general partners or managing directors of AVP LLC, each Managing Director may also be deemed to share the power and direct the disposition and vote of the Record Shares. In addition, as of December 31, 2003, Lazarus is the record holder of 4,625 shares of Common Stock, Bybee is the record holder of 5,088 shares of Common Stock, Crandell is the holder of 5,395 shares of Common Stock, and Nelsen is the record owner of 10,395 shares of Common Stock and owns an option that is exercisable to purchase 7,500 shares of Common Stock ("Option Shares").

Page 8 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 9 OF 15 PAGES

(b) Percent of class:

Each reporting person except the Managing Directors: 10.09%. Each of the Managing Directors, excluding Nelsen: 10.11%. Nelsen: 10.14%. The foregoing percentages are calculated based on the 32,850,123 shares of Common Stock reported to be outstanding in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 4, 2003 (the "Reported Shares"). Nelsen's percentage is calculated based on 32,857,623 shares, which included the Reported Shares and the Option Shares.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0 shares for each Reporting Person except the Managing Directors. 4,625 shares for Lazarus, 5,088 shares for Bybee, 5,395 shares for Crandell and 17,895 shares for Nelsen, which includes the Option Shares.

(ii) Shared power to vote or to direct the vote:

Each of the Reporting Persons: 3,315,298.

(iii) Sole power to dispose or to direct the disposition of:

0 shares for each Reporting Person except the Managing Directors. 4,625 shares for Lazarus, 5,088 shares for Bybee, 5,395 shares for Crandell and 17,895 shares for Nelsen, which includes the Option Shares.

(iv) Shared power to dispose or to direct the disposition of:

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Each of the Reporting Persons: 3,315,298.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

- Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable.
- Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
Not Applicable.
- Item 8. Identification and Classification of Members of the Group.

Page 9 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 10 OF 15 PAGES

Not Applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-1(b)(ii)(J).

- Item 9. Notice of Dissolution of Group.
Not Applicable.

Item 10. Certification.

Not Applicable. This statement on Schedule 13G is not filed pursuant to Section 240.13d-1(b) nor Section 240.13d-1(c).

Page 10 of 15 Pages

CUSIP NO. 45232710

13G

PAGE 11 OF 15 PAGES

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2004

ARCH VENTURE FUND III, L.P.

By: ARCH Venture Partners, L.L.C.

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its General Partner

By: _____
*
Steven Lazarus
Managing Director

ARCH VENTURE PARTNERS, L.L.C.

By: _____
*
Steven Lazarus
Managing Director

*
Steven Lazarus

*
Keith Crandell

*
Robert Nelsen

*
Clinton Bybee

* By: /s/ Mark McDonnell

Mark McDonnell as
Attorney-in-Fact

This Schedule 13G was executed by Mark McDonnell pursuant to Powers of Attorney attached hereto as Exhibit 2 and incorporated herein by reference.