

# ILLUMINA INC (ILMN)

## 10-K

Annual report pursuant to section 13 and 15(d)

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

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 1, 2012

or

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)

5200 Illumina Way  
San Diego, California

(Address of principal executive offices)

33-0804655

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

92122

(Zip Code)

Registrant's telephone number, including area code: (858) 202-4500

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value (including associated Preferred Stock Purchase Rights)	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 January 31, 2012, there were 122,327,021 shares (excluding 44,674,339 shares held in treasury) of the Registrant's Common Stock outstanding. The aggregate market value of the Common Stock held by non-affiliates of the Registrant as of July 3, 2011 (the last business day of the registrant's most recently completed second fiscal quarter), based on the closing price for the Common Stock on The NASDAQ Global Select Market on July 1, 2011 (the last trading day before July 3, 2011), was \$9.3 billion. This amount excludes an aggregate of approximately 1.5 million shares of Common Stock held by officers and directors and each person known by the registrant to own 10% or more of the outstanding Common Stock. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, directly or indirectly, to direct or cause the direction of the management or policies of the registrant, or that the registrant is controlled by or under common control with such person.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the 2012 annual meeting of stockholders are incorporated by reference into Items 10 through 14 of Part III of this Report.

ILLUMINA, INC.  
FORM 10-K  
FOR THE FISCAL YEAR ENDED JANUARY 1, 2012  
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## Special Note Regarding Forward-Looking Statements

This annual report on Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements discuss our current expectations concerning future results or events, including our future financial performance. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. These statements include, among others:

- statements concerning our expectations as to our future financial performance, results of operations, or other operational results or metrics;
- statements concerning the benefits that we expect will result from our business activities and certain transactions we have completed, such as product introductions, increased revenue, decreased expenses, and avoided expenses and expenditures; and
- statements of our expectations, beliefs, future plans and strategies, anticipated developments (including new products), and other matters that are not historical facts.

These statements may be made expressly in this document or may be incorporated by reference to other documents we have filed or will file with the Securities and Exchange Commission, or SEC. You can identify many of these statements by looking for words such as “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should,” or “will” or the negative of these terms or other comparable terminology and similar references to future periods. These forward-looking statements are subject to numerous assumptions, risks, and uncertainties that may cause actual results or events to be materially different from any future results or events expressed or implied by us in those statements. Many of the factors that will determine or affect these results or events are beyond our ability to control or project. Specific factors that could cause actual results or events to differ from those in the forward-looking statements include:

- our ability to maintain our revenue levels and profitability during periods of research funding reduction or uncertainty and adverse economic and business conditions, including as a result of slowing economic growth in the United States or worldwide;
- our ability to further develop and commercialize our sequencing, array, PCR, and consumables technologies and to deploy new products and applications, and expand the markets, for our technology platforms;
- our ability to manufacture robust instrumentation and consumables;
- our expectations and beliefs regarding future prospects and growth of the business and the markets in which we operate;
- the assumptions underlying our critical accounting policies and estimates, including our estimates regarding stock volatility and other assumptions used to estimate the fair value of share-based compensation; the future cash flows used to estimate the cease-use loss upon our exit of certain facilities; and expected future amortization of acquired intangible assets;
- our belief that the investments we hold are not other-than-temporarily impaired;
- our assessments and estimates that determine our effective tax rate;
- our belief that our cash and cash equivalents, investments, and cash generated from operations will be sufficient to meet our working capital, capital expenditures, and other liquidity requirements for at least the next 12 months;
- our assessments and beliefs regarding the future outcome of pending legal proceedings and the liability, if any, that we may incur as a result of those proceedings; and
- other factors detailed in our filings with the SEC, including the risks, uncertainties, and assumptions described in Item 1A “Risk Factors” below, or in information disclosed in public conference calls, the date and time of which are released beforehand.

Our forward-looking statements speak only as of the date of this annual report. We undertake no obligation, and do not intend, to publicly update or revise forward-looking statements, to review or confirm analysts' expectations, or to provide interim reports or updates on the progress of any current financial quarter, whether as a result of new information, future events, or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this annual report. Given these uncertainties, we caution investors not to unduly rely on our forward-looking statements.

#### **Available Information**

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports are available free of charge on our website, [www.illumina.com](http://www.illumina.com). The information on our website is not incorporated by reference into this report. Such reports are made available as soon as reasonably practicable after filing with, or furnishing to, the SEC. The SEC also maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that electronically file with the SEC. Copies of our annual report on Form 10-K will be made available, free of charge, upon written request.

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Illumina®, illuminaDx®, BaseSpace, BeadArray, BeadXpress®, cBot, CSPro®, DesignStudio, Eco, Epicentre®, GAIIX, Genetic Energy, Genome Analyzer, GenomeStudio®, GoldenGate®, HiScan®, HiSeq®, Infinium®, iSelect®, MiSeq®, Nextera®, Solexa®, TruSeq®, VeraCode®, the pumpkin orange color, and the Genetic Energy streaming bases design are certain of our trademarks. This report also contains brand names, trademarks, or service marks of companies other than Illumina, and these brand names, trademarks, and service marks are the property of their respective holders.

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Unless the context requires otherwise, references in this annual report on Form 10-K to "Illumina," the "Company," "we," "us," and "our" refer to Illumina, Inc. and its subsidiaries.

## PART I

### ITEM 1. *Business*

#### Overview

We are a leading developer, manufacturer, and marketer of life science tools and integrated systems for the analysis of genetic variation and function. We were incorporated in California in April 1998 and reincorporated in Delaware in July 2000. Our principal executive offices are located at 5200 Illumina Way, San Diego, California 92122. Our telephone number is (858) 202-4500.

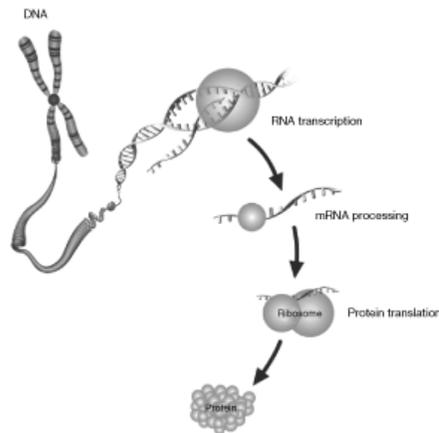
Using our proprietary technologies, we provide a comprehensive line of genetic analysis solutions, with products and services that serve a broad range of highly interconnected markets, including sequencing, genotyping, gene expression, and molecular diagnostics. Our customers include leading genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agrigenomics, and consumer genomics companies.

Our broad portfolio of systems, consumables, and analysis tools are designed to simplify genetic analysis. This portfolio addresses a range of genomic complexity, price points, and throughputs, enabling researchers to select the best solution for their scientific challenge. In 2007, through our acquisition of Solexa, Inc., we acquired our proprietary sequencing by synthesis (SBS) technology that is at the heart of our leading-edge sequencing instruments. These systems can be used to efficiently perform a range of nucleic acid (DNA, RNA) analyses on large numbers of samples. For more focused studies, our array-based solutions provide ideal tools to perform genome-wide association studies (GWAS) involving single-nucleotide polymorphism genotyping and copy number variation analyses, as well as gene expression profiling, and other DNA, RNA, and protein studies. To further enhance our genetic analysis workflows, in January 2011 we acquired Epicentre Technologies Corporation, a leading provider of nucleic acid sample preparation reagents and specialty enzymes for sequencing and microarray applications. In 2010, through our acquisition of Helixis, Inc., we expanded our portfolio to include real-time polymerase chain reaction (PCR), one of the most widely used technologies in life sciences. Our Eco Real-Time PCR System provides researchers with an affordable, full-featured system to perform targeted validation studies.

#### Industry Background

##### *Genetics Primer*

The instruction set for all living cells is encoded in deoxyribonucleic acid, or DNA, with the complete set of DNA for any organism referred to as its genome. DNA contains small regions called genes, which comprise a string of nucleotide bases labeled A, C, G, and T, representing adenine, cytosine, guanine, and thymine, respectively. These nucleotide bases are present in a precise order known as the DNA sequence. When a gene is “expressed,” a partial copy of its DNA sequence - called messenger RNA (mRNA) - is used as a template to direct the synthesis of a particular protein. Proteins, in turn, direct all cellular function. The illustration below is a simplified gene expression schematic.



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Variations among organisms are due, in large part, to differences in their DNA sequences. Changes caused by insertions, deletions, inversions, or duplications of nucleotide bases may result in certain genes becoming over-expressed (excessive protein production), under-expressed (reduced protein production), or silenced altogether, sometimes triggering changes in cellular function. These changes can be the result of heredity, but most often they occur at random. The most common form of variation in humans is called a single nucleotide polymorphism (SNP), which is a variation in a single position of a nucleotide base in a DNA sequence. Copy number variations (CNVs) occur when there are fewer or more copies of certain genes, segments of a gene, or stretches of DNA.

In humans, genetic variation accounts for many of the physical differences we see (e.g., height, hair, eye color, etc.). More importantly, these genetic variations can have medical consequences affecting disease susceptibility, including predisposition to complex genetic diseases such as cancer, diabetes, cardiovascular disease, and Alzheimer's disease. They can also impact an individual's response to certain drug treatments, causing them to respond well, not respond at all, or experience adverse side effects - an area of study known as pharmacogenomics.

Scientists are studying these variations and their consequences in humans, as well as a broad range of animals, plants, and microorganisms. Researchers investigating human, viral, and bacterial genetic variation are helping us to better understand the mechanisms of disease, and thereby develop more effective therapeutics and diagnostics. Greater insight into genetic variation in plants (e.g., food and biofuel crops) and animals (e.g., livestock and domestic animals) is enabling scientists to improve crop yields and animal breeding programs.

The methods for studying genetic variation and biological function include sequencing, SNP genotyping, CNV analysis, gene expression profiling, and gene regulation and epigenetic analysis, each of which is addressed by our breadth of products and services.

### ***Life Sciences Research Primer***

Life science research encompasses the study of all living things, from humans, animals, and plants, to viruses and bacteria. It is being performed in government, university, pharmaceutical, biotechnology, and agrigenomics laboratories around the world, where scientists are seeking to expand our knowledge of the biological functions essential for life. Beginning at the genetic level, where our tools are used to elucidate the correlation between gene sequence and biological processes, life science research expands to include the study of the cells, tissues, organs, systems, and other components that make up living organisms. This research supports development of new, more effective clinical diagnostics and medicines to improve human health, as well as advances in agriculture and animal husbandry to meet the world's growing needs for food and energy.

### ***Molecular Diagnostics Primer***

Molecular diagnostic assays (or tests) are designed to identify the biological indicators linked with disease and drug metabolism, providing physicians with information to more effectively diagnose, treat, and monitor both acute and chronic disease conditions. They are an integral part of personalized healthcare, where the unique makeup of each individual will be taken into account in diagnosing disease and managing treatment through the use of more tailored therapies. Biological indicators that can be measured by these assays include protein or gene expression, methylation levels, copy number variations, and the presence or absence of a specific gene or group of genes.

There are molecular diagnostic assays on the market, including assays for infectious disease, cancer, and heart disease, as well as molecular-based drug metabolism assays to help physicians select the most effective therapy with the fewest side effects. Our innovative technologies and products are contributing to the development of a wide range of potential molecular diagnostic assays. Our own efforts in this area are currently focused on the identification of certain genetic markers with potential diagnostic and therapeutic utility.

Growing news coverage about the clinical relevance of newly discovered genetic markers has prompted consumer interest in having personal genomes analyzed, sparking the development of the consumer genomics market. We believe there are distinct medical benefits, especially for people with family histories of certain diseases, of knowing your disease predisposition. Several companies, including Illumina, now offer personal sequencing or genotyping services, working with physician groups and genetic counselors to interpret the results for consumers.

We believe the growth in consumer genomics and the use of molecular diagnostic assays will trigger a fundamental shift in the practice of medicine and the economics of the pharmaceutical industry by facilitating an increased emphasis on preventative and predictive molecular medicine, ushering in the era of personalized medicine.

## **Our Principal Markets**

From the company's inception, we have believed that the analysis of genetic variation and function will play an increasingly important role in molecular biology, and that by empowering genetic analysis, our tools will advance disease research, drug development, and the creation of molecular tests. In addition to developing sequencing- and array-based solutions for life science, applied, and consumer genomics markets, we are making inroads into the emerging molecular diagnostics market.

### ***Life Sciences Research Market***

Our core business is in the life sciences research market, which consists of laboratories generally associated with universities, medical research centers, and government institutions, as well as biotechnology and pharmaceutical companies. Researchers at these institutions are using our products and services in a broad spectrum of scientific activities, such as: next-generation sequencing, mid-to-high-complexity genotyping and gene expression (for whole-genome discovery and profiling), and low complexity genotyping and gene expression (for high-throughput targeted screening). DNA sequencing is growing the most rapidly among these three areas due to the creation of next generation sequencing technologies, such as SBS. It is fueled by private and public funding, new global initiatives to broadly characterize genetic variation, and the migration of legacy genetic applications to sequencing-based technologies.

### ***Applied Markets***

We provide products and services for various other markets, which we refer to as "applied markets." The largest among these is the "AgBio" market, where government and corporate researchers use our sequencing and array-based tools to accelerate and enhance agricultural research. For example, we currently offer microarrays that contain SNPs for custom and focused genotyping of seeds and crops (such as maize, tomatoes, apples, and peaches), livestock (such as cattle, horses, pigs, and sheep), and companion animals (such as dogs). Customers use these tools to perform selective breeding through high-value trait screening methods, thereby accelerating and enhancing the process as compared to traditional methods such as cross-breeding. We have developed a high-growth recurring revenue business in both the livestock and agricultural segments, which represented approximately 12% of our shipments on a dollar basis in 2011. Emerging opportunities in the applied markets include forensics and pet genomics.

### ***Molecular Diagnostics Market***

Molecular diagnostics is the fastest growing segment of the diagnostics market. Genetics and oncology represent the primary areas of growth within molecular diagnostics. At present, this growth is largely driven by infectious disease testing, but molecular diagnostics is rapidly expanding into new areas such as non-invasive prenatal testing and cancer management. The increasing efficacy of molecular diagnostics is driven by the continued discovery of genetic markers with proven clinical utility, the increasing adoption of genetic-based diagnostic tests, and the expansion of reimbursement programs to include a greater number of approved molecular diagnostic tests. We believe our sequencing and array instrument platforms are foundational to continued growth in this market, and we intend to submit our iScan and MiSeq systems to the U.S. Food and Drug Administration, or FDA, for clearance as a device for use with in vitro diagnostic (IVD) products. In connection with our anticipated FDA submission, we have initiated a clinical trial for a cytogenetics test intended to be used on our iScan instrument platform as an aid in the postnatal diagnosis of chromosomal abnormalities known to be associated with developmental delay and mental retardation. Following completion of the required clinical trial, we intend to seek FDA clearance for the iScan instrument platform and related reagents. In addition, we have initiated development of clinical diagnostic tests on the MiSeq system in the areas of genetics and infectious disease, and upon completion of the required work we intend to submit these to the FDA for clearance. Our research efforts in the development of cancer diagnostic panels (initially focusing on ovarian, gastric, and colorectal cancers) continues, and we have filed provisional patent applications on our discoveries to date.

In addition, as the molecular diagnostics market continues to evolve and emerge, we believe the translational and consumer genomic market will prove to be another opportunity for us. These markets include consumer based genetic solutions as well as clinical applications in which our technology can be used to offer comprehensive sequencing and genotyping service solutions to clinicians and consumers in laboratory settings.

### ***Consumer Genomics Markets***

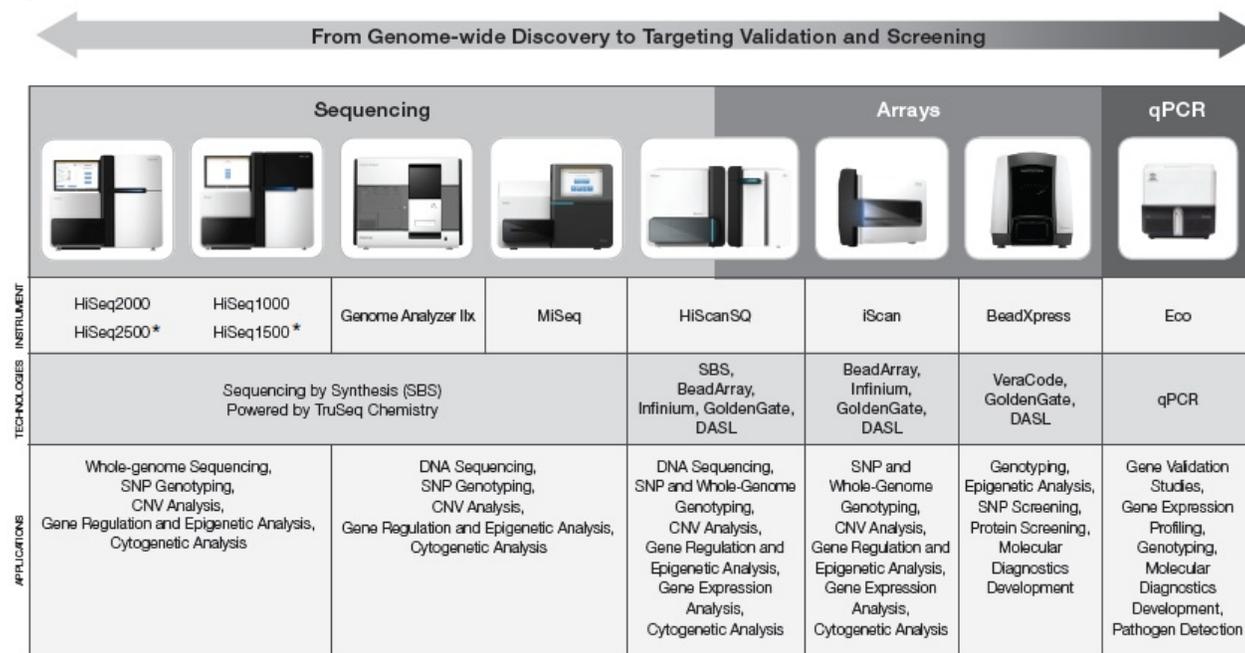
New sequencing and genotyping technologies, such as those developed by Illumina, are driving down the cost of performing these analyses, which we believe are increasingly valuable in diagnosing disease and evaluating disease risk.

Consumer genomics is a nascent market, but one we believe has the potential for high growth as the cost per analysis continues to drop. In June 2009, we launched our Individual Genome Sequencing Service, the first physician-intermediated personal genome sequencing service for consumers. Built around physician-patient consultation, the service requires a physician's order to initiate the process, with genome sequencing performed using our CLIA-certified, CAP-accredited laboratory. We have established collaborations with partners to perform the secondary data analysis of personal genomes (such as calculation of disease risk, ancestry, and information on traits of interest). Some of our partners, as well as other companies in the direct-to-consumer market, use our genotyping technology and products to perform personal genotyping services.

### Our Principal Technologies

Our unique technology platforms enable the scale of experimentation necessary for genome-wide discovery, target selection, and validation studies (see Figure 1 below). More than 8,000 customer-authored scientific publications have been published to date using these technologies, representing the efforts of a large and dynamic Illumina user community. Through rapid innovation, we believe we are changing the economics of genetic research, enabling projects once considered unapproachable now to be within reach of more investigators.

Figure 1: Illumina Platform Overview:



\* Commercially available in the second half of 2012.

### Sequencing Technology

DNA sequencing is the process of determining the order of nucleotide bases (A, C, G, or T) in a DNA sample. Our HiSeq 2500/2000, HiSeq 1500/1000, Genome Analyzer IIX, MiSeq, and HiScanSQ systems represent a family of systems that we believe are setting the standard for productivity, cost-effectiveness, and accuracy among next-generation sequencing technologies. They are used by customers to perform whole-genome, de novo, and targeted re-sequencing of genomes, and to analyze specific gene regions and genes.

Whole-genome sequencing determines an organism's complete DNA sequence. In de novo sequencing, the goal is to sequence a representative sample from a species never before sequenced. In targeted re-sequencing, a sequence of nucleotide bases is compared to a standard or reference sequence from a previously sequenced species to identify changes that reflect genetic variation. Understanding the similarities and differences in DNA sequence between and within species furthers our understanding of the function of the structures encoded in the DNA.

Our DNA sequencing technology is based on our proprietary reversible terminator-based sequencing chemistry, referred to as sequencing by synthesis (SBS) biochemistry. In SBS, single stranded DNA is extended from a priming site, one base at a time, using reversible terminator nucleotides. These are DNA bases that can be added to a growing second strand, but which initially cannot be further extended. This means that at each cycle of the chemistry, only one base can be added. Each base that is added includes a fluorescent label that is specific to the particular base (A, C, G, or T). Following incorporation, the

emitted light can be imaged to determine its color and thus determine the base. Once this is done, an additional step removes both the fluorescence and the blocking group that had prevented further extension of the second strand. This allows another base to be added, and the cycle can then be repeated. Our technology is capable of generating over 600 billion bases of DNA sequence from a single experiment with a single sample preparation. Key aspects of the SBS chemistry are the subject of significant intellectual property owned by us.

In our DNA sequencing systems, we apply the SBS biochemistry on microscopic clusters of DNA. Each cluster starts as a single DNA molecule fragment, typically a few hundred bases long, attached to the inside surface of a flow cell. We then use a proprietary amplification biochemistry to create copies of each starting molecule. As the copies are made, they are covalently linked to the surface so they cannot diffuse away. After a number of cycles of amplification, each cluster might have approximately 1,000 copies of the original starting molecule, but still be only about a micron (one-millionth of a meter) in diameter. By making so many copies, the fluorescent signal from each cluster is significantly increased. Because the clusters are so small, hundreds of millions of clusters can be independently formed inside a single flow cell. This large number of clusters can then be sequenced simultaneously by alternate cycles of SBS biochemistry and fluorescent imaging. Sequence reads are analyzed using specially developed data analysis software.

With the ability to generate over 600 Gb of DNA sequence per run on our highest throughput sequencing instruments, the HiSeq 2500/2000, our SBS sequencing technology provides researchers with the broadest range of applications and the opportunity to sequence even large mammalian genomes in days rather than weeks or years. Since the launch of our first Genome Analyzer in 2007, our systems have reduced the cost of sequencing by more than a factor of 100.

### ***BeadArray Technology***

Our BeadArray technology combines microscopic beads and a substrate in a proprietary manufacturing process to produce arrays that can perform many assays simultaneously, enabling large-scale analysis of genetic variation and biological function in a unique high-throughput, cost effective, and flexible manner. The arrays manufactured using BeadArray technology are imaged by our iScan, HiScan, and HiScanSQ systems for a broad range of DNA and RNA analysis applications including SNP discovery, SNP genotyping, CNV analysis, gene expression analysis, and methylation analysis. In the course of six years, we have increased the content capacity on a single array from 100,000 markers to 20 million markers.

Our proprietary BeadArray technology consists of microscopic silica beads, with each bead covered with hundreds of thousands of copies of oligonucleotides, or oligos, that act as the capture sequences in one of our assays. We deploy our BeadArray technology on BeadChips - silicon wafers the size of a microscope slide, with varying numbers of sample sites per slide. BeadChips are chemically etched to create tens of millions of wells for each sample site.

We create unique bead pools, or sensors, for different DNA and RNA analysis applications by affixing thousands to millions of copies of a specific type of oligonucleotide molecule to each of the billions of microscopic beads in a batch. We make different batches of beads, with the beads in a given batch coated with one particular type of molecule. The particular molecules on a bead define that bead's function as a sensor. To form an array, a pool of coated beads is brought into contact with the array surface where they are randomly drawn into the wells, one bead per well. Because the beads assemble randomly into the wells, we perform a final procedure called "decoding" to determine which bead type occupies which well in the array. We employ several proprietary methods for decoding, which is a process that requires only a few steps to identify all the beads in the array. One beneficial by-product of the decoding process is a functional validation of each bead in the array. This quality control test characterizes the performance of each bead and can identify and eliminate use of any empty wells. We ensure that each bead type on the array is sufficiently represented by including multiple copies of each bead type. Multiple bead type copies improve the reliability and accuracy of the resulting data by allowing statistical processing of the results of identical beads.

An experiment is performed by preparing a sample, such as DNA, and introducing it to the array. The molecules in the sample bind to their matching molecules on the coated beads. The molecules in either the sample or on the bead are labeled with fluorescent dye either before or after the binding, which can be detected by shining a laser on the BeadChip. This allows the detection of the molecules resulting in a quantitative analysis of the sample.

Using our BeadArray technology, we achieve high-throughput analysis with a high density of test sites per array, and are able to format arrays in various configurations. We seek to maximize cost effectiveness by reducing consumption of expensive consumables and valuable samples and through the low manufacturing costs associated with our technologies. Our ability to vary the size, shape, and format of the well patterns and to create specific bead pools for different applications provides the flexibility to address multiple markets and market segments. These features enable our BeadArray technology to be applied to high-growth markets of SNP genotyping and CNV analysis and have allowed us to be a key player in the gene expression

market.

### ***VeraCode Technology***

Our proprietary VeraCode technology is a detection method for multiplex assays that require high precision, accuracy, and speed. When deployed on our BeadXpress Reader System, VeraCode technology provides a high-throughput solution for biomarker research and validation, pharmaceutical development, industrial and agriculture testing, clinical research, forensics, and molecular diagnostic assay development.

The VeraCode technology platform leverages the power of digital holographic codes to provide a detection method for multiplex assays. VeraCode enables low-cost multiplexing from 1 to 384-plex in a single well. The VeraCode technology consists of cylindrical glass beads (measuring 240 microns in length by 28 microns in diameter) inscribed with a unique digital holographic code to designate and track the specific analyte or genotype of interest throughout the multiplex reaction. When excited by a laser, each VeraCode bead emits a unique code image, allowing for quick and specific detection by the BeadXpress Reader System.

Depending on the desired multiplex levels, assays are created by pooling microbeads with code diversities from one to several hundred. Unlike traditional microarrays, the VeraCode microbeads are used in solution, which takes advantage of solution-phase kinetics for more rapid hybridization times, dramatically reducing the time to achieve results.

### ***Eco Real-Time PCR Technology***

In 2010, we purchased Helixis, Inc. and its novel real-time PCR technology and introduced the Eco Real-Time PCR System to the market. Real-Time PCR (also known as quantitative PCR or qPCR) is used to amplify and simultaneously quantify a targeted DNA molecule, with applications in gene expression, viral quantification, array data validation, pathogen detection, and genotyping. The procedure follows the same steps as PCR, whereby thermal cycling (alternately heating and cooling the DNA sample from 20 to 40 times) causes the DNA to self-replicate, resulting in the doubling of DNA product with each cycle. Real-time PCR uses various fluorescent detection chemistries to enable the monitoring of the PCR reaction as it progresses. Data are collected at each cycle rather than at the end of the reaction, providing higher precision, increased sensitivity, increased dynamic range, and higher resolution.

The Eco System combines a proprietary thermal system, four-color multiplex capabilities, and a fine-tuned optical system to deliver accurate qPCR results. Its unique design provides superior thermal uniformity, supporting high-quality PCR performance for demanding applications such as high resolution melt (HRM) curve analysis used for SNP genotyping, DNA fingerprinting, species identification, HLA compatibility typing, allelic prevalence, and DNA methylation analysis. Measuring just over one cubic foot in size, we believe the Eco System's overall performance rivals larger, more expensive systems.

### **Our Products**

Using our proprietary technologies, our products give our customers the ability to analyze the genome at any level of complexity, from whole-genome sequencing to low-multiplex assays, and enable us to serve a number of markets, including research, agriculture, forensics, pharmaceuticals, and molecular diagnostics.

The majority of our product sales consist of instruments and consumables (which include reagents, flow cells, and BeadChips) based on our proprietary technologies. For the fiscal years ended January 1, 2012, January 2, 2011, and January 3, 2010, instrument sales comprised 35%, 36%, and 34%, respectively, of total revenues, and consumable sales represented 56%, 56%, and 59%, respectively, of total revenues.

### ***Sequencing Platforms***

Based on our proprietary SBS technology, our next-generation sequencing platforms are designed to meet the workflow, output, and accuracy demands of a full range of sequencing applications. Designed for high-throughput (up to 600 Gb per run or up to 80 Gb per day) sequencing, the HiSeq 2000 is fast, easy-to-use, and cost-effective, generating the sequence of two human genomes at 30× coverage for less than \$5,000 (USD) in consumable cost per genome. Offering the same cost per data output and user experience, the HiSeq 1000 accommodates lower throughput needs, with an easy upgrade path to the HiSeq 2000. Launched in 2011, our MiSeq Personal Sequencing System delivers the fastest time to an answer (as little as 2-3 hours following mid-2012 performance enhancements) and offers a breadth of sequencing applications in a compact and economical instrument to meet the needs of individual researchers. In January 2012, we announced the HiSeq 2500 sequencing system, which will allow customers to sequence an entire human genome in approximately a day (up to 120 Gb in 27 hours or 600 Gb

per run). Commercial shipments of the HiSeq 2500 are expected to commence in the second half of 2012.

### ***Sequencing/Array Combination Platforms***

The HiScanSQ combines our SBS sequencing technology and HiScan microarray analysis instrumentation into one system, with a modular design that can evolve with changing research needs. This flexible system allows researchers to use our sequencing and array technologies interactively to bring increased power to their experiments.

### ***Array Platforms***

The HiScan and iScan Systems are dedicated array scanners that support the rapid, sensitive, and accurate imaging of our array-based genetic analysis products. They incorporate high-performance lasers, optics, and detection systems, delivering sub-micron resolution and unmatched throughput rates. The HiScan and iScan support our Infinium, GoldenGate, DASL, gene expression, and methylation assays. Our BeadXpress Reader is designed for both small and high-throughput laboratories conducting molecular testing with multiplexed-based assays deployed on our VeraCode bead technology. It supports a wide range of applications, including DNA, RNA, and protein-based assays, and is FDA cleared for in vitro diagnostics with specific VeraCode FDA-cleared tests.

### ***Consumables***

We have developed a variety of sample preparation and sequencing kits to simplify workflows and accelerate analysis. Some provide all the necessary consumables needed for analyses, such as our Standard Sequencing Kit (SBS chemistry on our sequencing platforms) and Infinium Assay Kit (array-based genotyping on our array platforms). Others support more discrete analyses, such as our Paired-End Genomic DNA Sample Prep Kit for streamlining library preparation for the generation of 200-500 kb insert paired-end reads for sequencing, gene expression, and epigenetic analysis. Our TruSeq SBS Sequencing Kit enhances sequencing studies with our HiSeq, Genome Analyzer IIX, and MiSeq systems, by enabling researchers to extend the read lengths, achieve higher Gb of mappable data, and deliver the highest yield of perfect reads to maximize the ability to accurately characterize the genome. Through our acquisition of Epicentre Technologies Corporation in 2011, we acquired the proprietary Nextera technology for next-generation sequencing library preparation. This technology has enabled us to offer sequencing library preparation kits with lower sample input requirements that greatly simplify genetic analysis workflows and significantly reduce the time from sample preparation to answer.

Our InfiniumHD Whole-Genome BeadChips represent our most technologically advanced multi-sample DNA analysis microarrays, enabling the interrogation of up to approximately 5 million markers per sample, depending on the BeadChip. The most recent additions to the Omni family, the HumanOmni5-Quad, the HumanOmni2.5, and the HumanOmni1S BeadChips, provide comprehensive coverage of common and rare variants identified by the 1000 Genomes Project for performing rich GWAS projects. This product line also includes agriculturally relevant genome panels such as the BovineHD and MaizeSNP50 BeadChips.

For researchers who want to study focused genomic regions of interest, or are interested in organisms for which there are no standard products, we offer iSelect Custom Genotyping BeadChips. Easily developed to fit any experimental design, these SNP genotyping arrays can be used to investigate from 3,000 to 1,000,000 markers targeting any species.

### ***Real-time PCR Platforms***

The Eco Real-Time PCR System provides fast, accurate qPCR results. Its icon-driven user interface simplifies experimental design and setup, while a straightforward workflow streamlines operation, enabling the system to perform qPCR on 48 samples in less than 40 minutes. As our first entry into the qPCR market, we believe the smaller, lower-cost, full-featured Eco System will enable more scientists to use real-time PCR technology in their research.

### **Our Services**

In addition to the products we supply to customers, we also provide sequencing and genotyping services through our CLIA-certified, CAP-accredited laboratory.

### ***FastTrack Services***

One of the ways in which we compete and extend the reach of our systems in the genetic analysis market is to deliver services that leverage our proprietary technologies and the expertise of our scientists to perform genotyping and sequencing

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services for our customers. We began offering genotyping services to academic institutions, biotechnology, and pharmaceutical customers in 2002. The in-house molecular geneticists that make up our FastTrack Genotyping team help customers perform GWAS projects, linkage analysis, and fine mapping studies to meet their deadlines, employing a range of our products, including standard and custom GoldenGate, standard Infinium and Infinium HD, and iSelect Infinium assays. These projects range in size from a few hundred to over 10,000 samples.

After five years of building an infrastructure to support genotyping services, we expanded to deliver sequencing services in 2007. We continue to combine the power of our proprietary SBS technology, with the consultative and analytical capabilities of our FastTrack Sequencing team to execute high-value projects such as whole-genome sequencing, targeted resequencing, digital expression profiling, and small RNA discovery. Projects range from small sample sets requiring as little as one run, to large-scale projects such as de novo whole-genome sequencing that demand multiple instruments running in parallel for extended periods of time.

### ***Service Partnership Programs***

To complement our own service capabilities, we have developed partnered programs such as our Certified Service Providers (CSPro) and Illumina Genome Network (IGN), to create a world-wide network of Illumina technology-enabled service offerings that broaden our market reach. Illumina CSPro is a collaborative service partnership established between Illumina and leading genome centers and research laboratories to ensure the delivery of high-quality genetic analysis services. It provides a competitive advantage for service providers, while also ensuring that customers will receive Illumina data quality and service. To become a CSPro provider, participating laboratories must complete a three-phased Illumina certification process. There are over 65 Illumina CSPro-certified organizations worldwide providing sequencing, genotyping, and gene expression services using our technologies and products.

Introduced in July 2010, the IGN links researchers interested in conducting large whole genome sequencing projects with leading institutes worldwide that possess our next-generation sequencing technology. The IGN provides a cost-effective and dependable way to complete large sequencing projects. All IGN partners are experienced and well-published using Illumina technology, and each has completed Illumina's Certified Service Provider (CSPro) certification. Each IGN partner possesses ten or more Illumina sequencing systems (HiSeq 2000 systems and/or Genome Analyzers), providing the scalability to handle even the largest sequencing projects with rapid completion times. Current members include: British Columbia Cancer Agency's Genome Science Centre, University of Washington Department of Genome Sciences, National Center for Genome Resources, Macrogen/Genomic Medicine Institute, and Illumina's own FastTrack Services.

### ***Individual Genome Sequencing***

Introduced in June 2009, Illumina's Individual Genome Sequencing Service provides personal genome sequencing for consumers. It is performed in our CLIA-certified, CAP-accredited laboratory using our next-generation sequencing technology. The service is built around physician-patient consultation, with a physician's order required to initiate the process. The offering includes sequencing of an individual's DNA to 30-times depth, providing information on SNP variation and other structural characteristics of the genome such as insertions, deletions, and rearrangements. We are collaborating with a number of partners to provide secondary data analysis such as calculation of disease risk, ancestry, and information on traits of interest. The service requires individuals to follow our physician-mediated process, which involves pre-service consultation, patient consent, and a seven-day "cooling off" period during which the patient may withdraw consent. The final genome data is returned to the physician, who in turn delivers it to the consumer.

### **Intellectual Property**

We have an extensive intellectual property portfolio, including, as of February 1, 2012, ownership of, or exclusive licenses to, 235 issued U.S. patents and 173 pending U.S. patent applications, including 11 allowed applications that have not yet issued as patents. Our issued patents include those directed to various aspects of our arrays, assays, oligo synthesis, sequencing technology, instruments, and chemical detection technologies, and have terms that expire between 2012 and 2030. We continue to file new patent applications to protect the full range of our technologies. We have filed or have been granted counterparts for many of these patents and applications in foreign countries.

We also rely upon trade secrets, know-how, copyright, and trademark protection, as well as continuing technological innovation and licensing opportunities to develop and maintain our competitive position. Our success will depend in part on our ability to obtain patent protection for our products and processes, to preserve our trade secrets, to enforce our patents, copyrights and trademarks, to operate without infringing the proprietary rights of third parties, and to acquire licenses related to enabling technology or products.

We are party to various exclusive and non-exclusive license agreements and other arrangements with third parties that grant us rights to use key aspects of our array and sequencing technologies, assay methods, chemical detection methods, reagent kits, and scanning equipment. We have exclusive licenses from Tufts University to patents that are directed to our BeadArray technology. These patents were filed by Dr. David Walt, who is a member of our board of directors, the Chairman of our Scientific Advisory Board, and one of our founders. Our exclusive licenses expire with the termination of the underlying patents, which will occur between 2012 and 2020. We have additional nonexclusive license agreements with various third parties for other components of our products. In most cases, the agreements remain in effect over the term of the underlying patents, may be terminated at our request without further obligation, and require that we pay customary royalties while the agreement is in effect.

## **Research and Development**

We have made substantial investments in research and development since our inception. We have assembled a team of skilled scientists and engineers who are specialists in biology, chemistry, informatics, instrumentation, optical systems, software, manufacturing, and other related areas required to complete the development of our products. Our research and development efforts have focused primarily on the tasks required to optimize and support commercialization of the products and services derived from our technologies.

Our research and development expenses for fiscal 2011, 2010, and 2009 were \$196.9 million, \$177.9 million, and \$140.6 million, respectively. We expect research and development expense to increase during 2012 as a result of the growth of our business and as we continue to expand our research and product development efforts.

## **Marketing and Distribution**

Our current products address the genetic analysis portion of the life sciences market, in particular, experiments involving sequencing, SNP genotyping, and gene expression profiling. These experiments may be involved in many areas of biologic research, including basic human disease research, pharmaceutical drug discovery and development, pharmacogenomics, toxicogenomics, and animal and agricultural research. Our potential customers include leading genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agri-genomics, and consumer genomics companies. The genetic analysis market is relatively new and emerging and its size and speed of development will ultimately be driven by, among other items:

- the ability of the research community to extract medically valuable information from genomics and to apply that knowledge to multiple areas of disease-related research and treatment;
- the availability of sufficiently low cost, high-throughput research and analysis tools to enable the large amount of experimentation and analysis required to study genetic variation and biological function; and
- the availability of government and private industry funding to perform the research required to extract medically relevant information from genomic analysis.

We market and distribute our products directly to customers in North America, Europe, Latin America, and the Asia-Pacific region. In each of these areas, we have dedicated sales, service, and application support personnel responsible for expanding and managing their respective customer bases. In addition, in certain markets within Europe, the Asia-Pacific region, Latin America, the Middle East, and South Africa we sell our products and provide services to customers through distributors that specialize in life science products. We expect to continue to increase our sales and distribution resources during 2012 and beyond as we launch a number of new products and expand the number of customers that can use our products.

## **Manufacturing**

We manufacture sequencing and array platforms, reagent kits, scanning equipment, and oligos. Our manufacturing capacity for consumables and instruments has grown during 2011 to support increased customer demand. To continue to increase throughput and improve the quality and manufacturing yield as we increase the complexity of our products, we are exploring ways to continue increasing the level of automation in the manufacturing process. We adhere to access and safety standards required by federal, state, and local health ordinances, such as standards for the use, handling, and disposal of hazardous substances.

## **Raw Materials**

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Our manufacturing operations require a wide variety of raw materials, electronic and mechanical components, chemical and biochemical materials, and other supplies. We have multiple commercial sources for many of our components and supplies; however, there are some raw materials and components that we obtain from single source suppliers. To mitigate potential risks arising from single source suppliers, we believe that we can redesign our products for alternative components or use alternative reagents, if required. In addition, while we generally attempt to keep our inventory at minimal levels, we purchase incremental inventory as circumstances warrant to protect our supply chain.

### **Competition**

Although we believe that our products and services provide significant advantages over products and services currently available from other sources, we expect to continue to encounter intense competition from other companies that offer products and services for sequencing, SNP genotyping, gene expression, and molecular diagnostics markets. These include companies such as Affymetrix, Inc.; Agilent Technologies, Inc.; Complete Genomics, Inc.; Helicos BioSciences Corporation; General Electric Company; Life Technologies Corporation; Luminex Corporation; Pacific Biosciences of California, Inc.; QIAGEN N.V.; and Roche Diagnostics Corp., among others. Some of these companies have or will have substantially greater financial, technical, research, and other resources and larger, more established marketing, sales, distribution, and service organizations than we do. In addition, they may have greater name recognition than we do in the markets we address and in some cases a larger installed base of systems. Each of these markets is very competitive and we expect new competitors to emerge and the intensity of competition to increase. In order to effectively compete with these companies, we will need to demonstrate that our products have superior throughput, cost, and accuracy advantages over competing products.

### **Segment and Geographic Information**

In accordance with the authoritative accounting guidance for segment reporting, we have determined that we have two operating segments for purposes of recording and reporting our financial results: Life Sciences and Diagnostics. Our Life Sciences operating segment includes all products and services related to the research market, namely the product lines based on our sequencing, BeadArray, VeraCode, and real-time PCR technologies. Our Diagnostics operating segment focuses on the emerging opportunity in molecular diagnostics. During all periods presented, our Diagnostics operating segment had limited activity. Accordingly, our financial results for both operating segments are reported on an aggregate basis as one reportable segment. We will begin reporting in two operating segments once revenues, operating profit or loss, or assets of the Diagnostics operating segment exceed 10% of the consolidated amounts.

We currently sell our products to a number of customers outside the United States, including customers in other areas of North America, Europe, and the Asia-Pacific region. Shipments to customers outside the United States totaled \$526.8 million, or 50% of our total revenue, during fiscal 2011, compared to \$403.8 million, or 45%, and \$319.1 million, or 48%, in fiscal 2010 and 2009, respectively. Sales to customers outside of the United States were generally denominated in U.S. dollars. In 2008, we reorganized our international structure to establish more efficient channels among product development, product manufacturing, and sales. The reorganization increased our foreign subsidiaries' anticipated dependence on the U.S. entity for management decisions, financial support, production assets, and inventory thereby making the foreign subsidiaries more of a direct and integral component of the U.S. entity's operations. As a result, we reassessed the primary economic environment of our foreign subsidiaries and determined the subsidiaries are more U.S. dollar based, resulting in a U.S. dollar functional currency determination. We expect that sales to international customers will continue to be an important and growing source of revenue. See note "15. Segment Information, Geographic Data, and Significant Customers" in Part II, Item 8 of this Form 10-K for further information concerning our foreign and domestic operations.

### **Backlog**

Our backlog was \$250.5 million and \$299.0 million at January 1, 2012 and January 2, 2011, respectively. Generally, our backlog consists of orders believed to be firm as of the balance sheet date; however, we may allow customers to make product substitutions as we launch new products. The timing of shipments depends on several factors including, agreed upon shipping schedules, which may span multiple quarters, and whether the product is catalog or custom. We expect an estimated 90% of the backlog as of January 1, 2012 to be shipped within the fiscal year ending December 30, 2012. Although we generally recognize revenue upon the transfer of title to a customer, we may be required to defer the recognition of revenue even after title transfer depending on the specific arrangement with a customer and the applicable accounting treatment.

### **Seasonality**

Historically, customer purchasing patterns have not shown significant seasonal variation, although demand for our

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products is usually lowest in the first quarter of the calendar year and highest in the third quarter of the calendar year as a result, in part, of U.S. academic customers spending unused budget allocations before the end of the U.S. government's fiscal year on September 30 of each year. During 2011, however, the U.S. government extended the timeframe over which the unused budget allocations could be utilized, which led to purchasing delays from some of our customers.

### **Environmental Matters**

We are committed to the protection of our employees and the environment. Our operations require the use of hazardous materials that subject us to a variety of federal, state, and local environmental and safety laws and regulations. We believe we are in material compliance with current applicable laws and regulations; however, we could be held liable for damages and fines should contamination of the environment or individual exposures to hazardous substances occur. In addition, we cannot predict how changes in these laws and regulations, or the development of new laws and regulations, will affect our business operations or the cost of compliance.

### **Government Regulation**

Our products are not currently subject to FDA clearance or approval if they are not intended to be used for the diagnosis of disease. However, as we expand our product line to encompass products that are intended to be used for the diagnosis of disease, such as molecular diagnostic products, regulation by governmental authorities in the United States and other countries will be a significant factor in the development, testing, production, and marketing of such products. Products that we develop in the molecular diagnostic markets, depending on their intended use, will be regulated as medical devices by the FDA and comparable agencies of other countries and may require either receiving clearance following a pre-market notification process, also known as a 510(k) clearance, or premarket approval (PMA), from the FDA prior to marketing. Obtaining the requisite regulatory approvals can be expensive and may involve considerable delay.

The shorter 510(k) clearance process, which generally takes from three to six months after submission, but can take significantly longer, may be utilized if it is demonstrated that the new product is "substantially equivalent" to a similar product that has already been cleared by the FDA. The longer PMA process is much more costly, uncertain, and generally takes from nine months to two years after filing. Because we cannot be certain that any molecular diagnostic products that we develop will be subject to the shorter 510(k) clearance process, or will ultimately be approved at all, the regulatory approval process for such products may be significantly delayed and may be significantly more expensive than anticipated. If we fail to obtain, or experience significant delays in obtaining, regulatory approvals for molecular diagnostic products that we develop, we may not be able to launch or successfully commercialize such products in a timely manner, or at all.

Changes to the current regulatory framework, including the imposition of additional or new regulations, could arise at any time during the development or marketing of our products, which may negatively affect our ability to obtain or maintain FDA or comparable regulatory approval of our products, if required.

In addition, the regulatory approval or clearance process required to manufacture, market, and sell our existing and future products that are intended for, and marketed and labeled as, "Research Use Only," or RUO, is uncertain if such products are used or could be used, even without our consent, for the diagnosis of disease. If the FDA or other regulatory authorities assert that any of our RUO products are subject to regulatory clearance or approval, our business, financial condition, or results of operations could be adversely affected.

### **Employees**

As of January 1, 2012, we had a total of approximately 2,200 employees. None of our employees are represented by a labor union. We consider our employee relations to be positive. Our success will depend in large part upon our ability to attract and retain employees. In addition, we employ a number of temporary and contract employees. We face competition in this regard from other companies, research and academic institutions, government entities, and other organizations.

### **ITEM 1A. Risk Factors**

Our business is subject to various risks, including those described below. In addition to the other information included in this Form 10-K, the following issues could adversely affect our operating results or our stock price.

*We are subject to a takeover bid that may be disruptive to our business and threatens to adversely affect our business, financial condition, or results of operations.*

CKH Acquisition Corp. and Roche Holding Ltd. (together, “Roche”) have commenced an unsolicited hostile cash tender offer to purchase all of our outstanding common stock. The Roche tender offer is subject to numerous conditions, some of which are at the discretion of Roche. Roche also announced that it intends to oppose the re-election of four directors serving on our board of directors whose terms expire at the 2012 annual meeting of stockholders, including the Chairman of the Board and our Chief Executive Officer. In connection with the Roche tender offer, four stockholder class action lawsuits have been filed against us, and we anticipate that additional lawsuits may be filed. Responding to the Roche tender offer, the adverse proxy solicitation, and the lawsuits may be a major distraction for management and may require us to incur significant costs. Moreover, the hostile and unsolicited nature of the offer may disrupt our business by causing uncertainty among current and potential employees, producers, suppliers, customers, and other constituencies important to our success, which could negatively impact our financial results and business initiatives. We believe the future trading price of our common stock is likely to be volatile and could be subject to wide price fluctuations based on many factors, including uncertainty associated with the unsolicited offer by Roche.

***Our Certificate of Incorporation and Bylaws include anti-takeover provisions that may make it difficult for another company to acquire control of us or limit the price investors might be willing to pay for our stock.***

Certain provisions of our Certificate of Incorporation and Bylaws could delay the removal of incumbent directors and could make it more difficult to successfully complete a merger, tender offer, or proxy contest involving us. These provisions include our Preferred Shares Rights Agreement (“Rights Agreement”), commonly known as a “poison pill” and provisions in our Certificate of Incorporation that give our Board the ability to issue preferred stock and determine the rights and designations of the preferred stock at any time without stockholder approval. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, a majority of our outstanding voting stock. In addition, the staggered terms of our board of directors could have the effect of delaying or deferring a change in control. One of the conditions of the Roche tender offer is the removal or amendment of our Rights Agreement such that Roche’s acquisition of our stock would not trigger the provisions of the Rights Agreement. To date, our board has not agreed to such removal or amendment.

In addition, certain provisions of the Delaware General Corporation Law (“DGCL”), including Section 203 of the DGCL, may have the effect of delaying or preventing changes in the control or management of Illumina. Section 203 of the DGCL provides, with certain exceptions, for waiting periods applicable to business combinations with stockholders owning at least 15% and less than 85% of the voting stock (exclusive of stock held by directors, officers, and employee plans) of a company.

The above factors may have the effect of deterring hostile takeovers or otherwise delaying or preventing changes in the control or management of Illumina, including transactions in which our stockholders might otherwise receive a premium over the fair market value of our common stock.

***Reduction or delay in research and development budgets and government funding may adversely affect our revenue.***

A substantial portion of our revenue is derived from genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agrigenomics, and consumer genomics companies, and their capital spending budgets can have a significant effect on the demand for our products and services. These budgets are based on a wide variety of factors, including the allocation of available resources to make purchases, funding from government sources, the spending priorities among various types of research equipment, and policies regarding capital expenditures during recessionary periods. Any decrease in capital spending or change in spending priorities of our customers could significantly reduce our revenue. Moreover, we have no control over the timing and amount of purchases by our customers, and, as a result, revenue from these sources may vary significantly due to factors that can be difficult to forecast. Any delay or reduction in purchases by our customers or our inability to forecast fluctuations in demand could harm our future operating results.

The timing and amount of revenues from customers that rely on government and academic research funding may vary significantly due to factors that can be difficult to forecast, and there remains significant uncertainty concerning government and academic research funding worldwide as governments in the United States and Europe, in particular, focus on reducing fiscal deficits while at the same time confronting slowing economic growth. Research funding for life science research has increased more slowly during the past several years compared to previous years and has declined in some countries. Government funding of research and development is subject to the political process, which is inherently fluid and unpredictable. Other programs, such as defense, entitlement programs, or general efforts to reduce budget deficits could be viewed by governments as a higher priority. These budgetary pressures may result in reduced allocations to government

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agencies that fund research and development activities, such as the U.S. National Institute of Health, or NIH. Past proposals to reduce budget deficits have included reduced NIH and other research and development allocations. Any shift away from the funding of life sciences research and development or delays surrounding the approval of government budget proposals may cause our customers to delay or forego purchases of our products, which could adversely affect our business, financial condition, or results of operations.

***We face intense competition, which could render our products obsolete, result in significant price reductions, or substantially limit the volume of products that we sell.***

We compete with life sciences companies that design, manufacture, and market products for analysis of genetic variation and biological function and other applications using a wide-range of competing technologies. We anticipate that we will continue to face increased competition as existing companies develop new or improved products and as new companies enter the market with new technologies. One or more of our competitors may render our technology obsolete or uneconomical. Some of our competitors have greater financial and personnel resources, broader product lines, a more established customer base, and more experience in research and development than we do. Furthermore, life sciences and pharmaceutical companies, which are our potential customers and strategic partners, could also develop competing products. We believe that customers in our markets display a significant amount of loyalty to their initial supplier of a particular product; therefore, it may be difficult to generate sales to potential customers who have purchased products from competitors. To the extent we are unable to be the first to develop or supply new products, our competitive position may suffer.

The market for molecular diagnostics products is currently limited and highly competitive, with several large companies already having significant market share, intellectual property portfolios, and regulatory expertise. Established diagnostic companies also have an installed base of instruments in several markets, including clinical and reference laboratories, which could deter acceptance of our products. In addition, some of these companies have formed alliances with genomics companies that provide them access to genetic information that may be incorporated into their diagnostic tests.

***If we lose our key personnel or are unable to attract and retain additional personnel, we may be unable to achieve our goals.***

We are highly dependent on our management and scientific personnel, including Jay Flatley, our President and Chief Executive Officer. The loss of their services could adversely impact our ability to achieve our business objectives. The hostile and unsolicited nature of the Roche offer coupled with Roche's efforts to oppose the re-election of Mr. Flatley to our board of directors at the 2012 annual meeting of stockholders may adversely affect our business by causing uncertainty among current and potential employees. In addition, the continued growth of our business depends on our ability to hire additional qualified personnel with expertise in molecular biology, chemistry, biological information processing, sales, marketing, and technical support. We compete for qualified management and scientific personnel with other life science companies, universities, and research institutions, particularly those focusing on genomics. Competition for these individuals, particularly in the San Diego and San Francisco area, is intense, and the turnover rate can be high. Failure to attract and retain management and scientific personnel would prevent us from pursuing collaborations or developing our products or technologies. Additionally, integration of acquired companies and businesses can be disruptive, causing key employees of the acquired business to leave. Further, we use stock options and restricted stock units to provide incentives for our key personnel to remain with us and to align their interests with those of the Company by building long-term stockholder value. If our stock price decreases, the value of these equity awards decreases and therefore reduces a key employee's incentive to stay.

***Our success depends upon the continued emergence and growth of markets for analysis of genetic variation and biological function.***

We design our products primarily for applications in the life sciences, diagnostic, agricultural, and pharmaceutical industries. The usefulness of our technologies depends in part upon the availability of genetic data and its usefulness in identifying or treating disease. We are focusing on markets for analysis of genetic variation and biological function, namely sequencing, genotyping, and gene expression profiling. These markets are new and emerging, and they may not develop as quickly as we anticipate, or reach their full potential. Other methods of analysis of genetic variation and biological function may emerge and displace the methods we are developing. Also, researchers may not be able to successfully analyze raw genetic data or be able to convert raw genetic data into medically valuable information. For instance, demand for our microarray products may be adversely affected if researchers fail to find meaningful correlations between genetic variation, such as SNPs, and disease susceptibility through genome wide association studies. In addition, factors affecting research and development spending generally, such as changes in the regulatory environment affecting life sciences and pharmaceutical companies, and changes in government programs that provide funding to companies and research institutions, could harm our business. If useful genetic data is not available or if our target markets do not develop in a timely manner, demand for our

products may grow at a slower rate than we expect, and we may not be able to sustain profitability.

***If the quality of our products does not meet our customers' expectations, then our reputation could suffer and ultimately our sales and operating earnings could be negatively impacted.***

In the course of conducting our business, we must adequately address quality issues associated with our products and services, including defects in our engineering, design, and manufacturing processes, as well as defects in third-party components included in our products. Because our instruments and consumables are highly complex, the occurrence of defects may increase as we continue to introduce new products and services and as we scale up manufacturing to meet increased demand for our products and services. Although we have established internal procedures to minimize risks that may arise from product quality issues, there can be no assurance that we will be able to eliminate or mitigate occurrences of these issues and associated liabilities. In addition, identifying the root cause of quality issues, particularly those affecting reagents and third-party components, may be difficult, which increases the time needed to address quality issues as they arise and increases the risk that similar problems could recur. Finding solutions to quality issues can be expensive, and we may incur significant costs or lost revenue in connection with, for example, shipment holds, product recalls, and warranty or other service obligations. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our brand image, and our reputation as a producer of high quality products could suffer, which could adversely affect our business, financial condition, or results of operations.

***Our continued growth is dependent on continuously developing and commercializing new products.***

Our target markets are characterized by rapid technological change, evolving industry standards, changes in customer needs, existing and emerging competition, strong price competition, and frequent new product introductions. Accordingly, our continued growth depends on continuously developing and commercializing new products and services, including improving our existing products and services, in order to address evolving market requirements on a timely basis. If we fail to innovate or adequately invest in new technologies, our products and services will become dated, and we could lose our competitive position in the markets that we serve as customers purchase new products offered by our competitors. We believe that successfully introducing new products and technologies in our target markets on a timely basis provides a significant competitive advantage because customers make an investment of time in selecting and learning to use a new product and may be reluctant to switch once that selection is made.

To the extent that we fail to introduce new and innovative products, or such products are not accepted in the market or suffer significant delays in development, we may lose market share to our competitors, which will be difficult or impossible to regain. An inability, for technological or other reasons, to develop successfully and timely introduce new products could reduce our growth rate or otherwise have an adverse effect on our business. In the past, we have experienced, and are likely to experience in the future, delays in the development and introduction of new products. There can be no assurance that we will keep pace with the rapid rate of change in our markets or that our new products will adequately meet the requirements of the marketplace, achieve market acceptance, or compete successfully with competing technologies. Some of the factors affecting market acceptance of new products and services include:

- availability, quality, and price relative to competing products and services;
- the functionality and performance of new and existing products and services;
- the timing of introduction of new products or services relative to competing products and services;
- scientists' and customers' opinions of the utility of new products or services;
- citation of new products or services in published research;
- regulatory trends and approvals; and
- general trends in life sciences research and applied markets.

We may also have to write off excess or obsolete inventory if sales of our products are not consistent with our expectations or the market requirements for our products change due to technical innovations in the marketplace.

***If we do not successfully manage the development, manufacturing, and launch of new products or services, including product transitions, our financial results could be adversely affected.***

We face risks associated with launching new products and pre-announcing products and services when the products or services have not been fully developed or tested. If our products and services are not able to deliver the performance or results

expected by our target markets or are not delivered on a timely basis, our reputation and credibility may suffer. If we encounter development challenges or discover errors in our products late in our development cycle, we may delay the product launch date. In addition, we may experience difficulty in managing or forecasting customer reactions, purchasing decisions, or transition requirements or programs (such as trade-in programs) with respect to newly launched products (or products in development) relative to our existing products, which could adversely affect sales of our existing products. The expenses or losses associated with unsuccessful product development or launch activities or lack of market acceptance of our new products could adversely affect our business, financial condition, or results of operations.

***We depend on third-party manufacturers and suppliers for components and materials used in our products, and if shipments from these manufacturers or suppliers are delayed or interrupted, or if the quality of the components or materials supplied do not meet our requirements, we may not be able to launch, manufacture, or ship our products in a timely manner, or at all.***

The complex nature of our products requires customized, precision-manufactured components and materials that currently are available from a limited number of sources, and, in the case of some components and materials, from only a single source. If deliveries from these vendors are delayed or interrupted for any reason, or if we are otherwise unable to secure a sufficient supply, we may not be able to obtain these components or materials on a timely basis or in sufficient quantities or qualities, or at all, in order to meet demand for our products. We may need to enter into contractual relationships with manufacturers for commercial-scale production of some of our products, or develop these capabilities internally, and there can be no assurance that we will be able to do this on a timely basis, in sufficient quantities, or on commercially reasonable terms. In addition, the lead time needed to establish a relationship with a new supplier can be lengthy, and we may experience delays in meeting demand in the event we must switch to a new supplier. The time and effort required to qualify a new supplier could result in additional costs, diversion of resources, or reduced manufacturing yields, any of which would negatively impact our operating results. Accordingly, we may not be able to establish or maintain reliable, high-volume manufacturing at commercially reasonable costs or at all. In addition, the manufacture or shipment of our products may be delayed or interrupted if the quality of the components or materials supplied by our vendors does not meet our requirements. Current or future social and environmental regulations or critical issues, such as those relating to the sourcing of conflict minerals from the Democratic Republic of the Congo or the need to eliminate environmentally sensitive materials from our products, could restrict the supply of components and materials used in production or increase our costs. Any delay or interruption to our manufacturing process or in shipping our products could result in lost revenue, which would adversely affect our business, financial condition, or results of operations.

***If we are unable to increase our manufacturing capacity and develop and maintain operation of our manufacturing capability, we may not be able to launch or support our products in a timely manner, or at all.***

We continue to rapidly increase our manufacturing capacity to meet the anticipated demand for our products. Although we have significantly increased our manufacturing capacity and we believe we have plans in place sufficient to ensure we have adequate capacity to meet our current business plans, there are uncertainties inherent in expanding our manufacturing capabilities, and we may not be able to sufficiently increase our capacity in a timely manner. For example, manufacturing and product quality issues may arise as we increase production rates at our manufacturing facilities and launch new products. Also, we may not manufacture the right product mix to meet customer demand, especially as we introduce new products. As a result, we may experience difficulties in meeting customer, collaborator, and internal demand, in which case we could lose customers or be required to delay new product introductions, and demand for our products could decline. Additionally, in the past, we have experienced variations in manufacturing conditions and quality control issues that have temporarily reduced or suspended production of certain products. Due to the intricate nature of manufacturing complex instruments, consumables, and products that contain DNA, we may encounter similar or previously unknown manufacturing difficulties in the future that could significantly reduce production yields, impact our ability to launch or sell these products (or to produce them economically), prevent us from achieving expected performance levels, or cause us to set prices that hinder wide adoption by customers.

Additionally, we currently manufacture in a limited number of locations. Our manufacturing facilities are located in San Diego and Hayward, California; Singapore; and Little Chesterford, United Kingdom. These areas are subject to natural disasters such as earthquakes, wildfires, or floods. If a natural disaster were to damage one of our facilities significantly or if other events were to cause our operations to fail, we may be unable to manufacture our products, provide our services, or develop new products.

Also, many of our manufacturing processes are automated and are controlled by our custom-designed laboratory information management system (LIMS). Additionally, the decoding process in our array manufacturing requires significant network and storage infrastructure. If either our LIMS system or our networks or storage infrastructure were to fail for an extended period of time, it may adversely impact our ability to manufacture our products on a timely basis and could prevent us

from achieving our expected shipments in any given period.

***Our acquisitions expose us to risks that could adversely affect our business, and we may not achieve the anticipated benefits of acquisitions of businesses or technologies.***

As part of our strategy to develop and identify new products, services, and technologies, we have made, and may continue to make, acquisitions of technologies, products, or businesses. Acquisitions involve numerous risks and operational, financial, and managerial challenges, including the following, any of which could adversely affect our business, financial condition, or results of operations:

- difficulties in integrating new operations, technologies, products, and personnel;
- lack of synergies or the inability to realize expected synergies and cost-savings;
- difficulties in managing geographically dispersed operations;
- underperformance of any acquired technology, product, or business relative to our expectations and the price we paid;
- negative near-term impacts on financial results after an acquisition, including acquisition-related earnings charges;
- the potential loss of key employees, customers, and strategic partners of acquired companies;
- claims by terminated employees and shareholders of acquired companies or other third parties related to the transaction;
- the issuance of dilutive securities, assumption or incurrence of additional debt obligations or expenses, or use of substantial portions of our cash;
- diversion of management's attention and company resources from existing operations of the business;
- inconsistencies in standards, controls, procedures, and policies;
- the impairment of intangible assets as a result of technological advancements, or worse-than-expected performance of acquired companies; and
- assumption of, or exposure to, unknown contingent liabilities or liabilities that are difficult to identify or accurately quantify.

In addition, the successful integration of acquired businesses requires significant efforts and expense across all operational areas, including sales and marketing, research and development, manufacturing, finance, legal, and information technologies. There can be no assurance that any of the acquisitions we make will be successful or will be, or will remain, profitable. Our failure to successfully address the above risks may prevent us from achieving the anticipated benefits from any acquisition in a reasonable time frame, or at all.

***Any inability to effectively protect our proprietary technologies could harm our competitive position.***

Our success depends to a large extent on our ability to develop proprietary products and technologies and to obtain patents and maintain adequate protection of our intellectual property in the United States and other countries. If we do not protect our intellectual property adequately, competitors may be able to use our technologies and thereby erode our competitive advantage. The laws of some foreign countries do not protect proprietary rights to the same extent as the laws of the United States, and many companies have encountered significant challenges in establishing and enforcing their proprietary rights outside of the United States. These challenges can be caused by the absence of rules and methods for the establishment and enforcement of intellectual property rights outside of the United States.

The proprietary positions of companies developing tools for the life sciences, genomics, agricultural, and pharmaceutical industries, including our proprietary position, generally are uncertain and involve complex legal and factual questions. We will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our proprietary technologies are covered by valid and enforceable patents or are effectively maintained as trade secrets. We intend to apply for patents covering our technologies and products as we deem appropriate. However, our patent applications may be challenged and may not result in issued patents or may be invalidated or narrowed in scope after they are issued. Questions as to inventorship or ownership may also arise. Any finding that our patents or applications are unenforceable could harm our ability to prevent others from practicing the related technology, and a finding that others have inventorship or ownership rights to our patents and applications could require us to obtain certain rights to practice related technologies, which may not be available on

favorable terms, if at all. Furthermore, as issued patents expire, we may lose some competitive advantage as others develop competing products, and, as a result, we may lose revenue.

In addition, our existing patents and any future patents we obtain may not be sufficiently broad to prevent others from practicing our technologies or from developing competing products and may therefore fail to provide us with any competitive advantage. We may need to initiate lawsuits to protect or enforce our patents, or litigate against third party claims, which would be expensive, and, if we lose, may cause us to lose some of our intellectual property rights and reduce our ability to compete in the marketplace. Furthermore, these lawsuits may divert the attention of our management and technical personnel. There is also the risk that others may independently develop similar or alternative technologies or design around our patented technologies. In that regard, certain patent applications in the United States may be maintained in secrecy until the patents issue, and publication of discoveries in the scientific or patent literature tend to lag behind actual discoveries by several months.

We also rely upon trade secrets and proprietary know-how protection for our confidential and proprietary information, and we have taken security measures to protect this information. These measures, however, may not provide adequate protection for our trade secrets, know-how, or other confidential information. Among other things, we seek to protect our trade secrets and confidential information by entering into confidentiality agreements with employees, collaborators, and consultants. There can be no assurance that any confidentiality agreements that we have with our employees, collaborators, and consultants will provide meaningful protection for our trade secrets and confidential information or will provide adequate remedies in the event of unauthorized use or disclosure of such information. Accordingly, there also can be no assurance that our trade secrets will not otherwise become known or be independently developed by competitors.

***Litigation, other proceedings, or third party claims of intellectual property infringement could require us to spend significant time and money and could prevent us from selling our products or services.***

Our success depends, in part, on our non-infringement of the patents or proprietary rights of third parties. Third parties have asserted and may in the future assert that we are employing their proprietary technology without authorization. As we enter new markets or introduce new products, we expect that competitors will likely claim that our products infringe their intellectual property rights as part of a business strategy to impede our successful competition. In addition, third parties may have obtained and may in the future obtain patents allowing them to claim that the use of our technologies infringes these patents. We could incur substantial costs and divert the attention of our management and technical personnel in defending ourselves against any of these claims. Any adverse ruling or perception of an adverse ruling in defending ourselves against these claims could have an adverse impact on our stock price, which may be disproportionate to the actual import of the ruling itself. Furthermore, parties making claims against us may be able to obtain injunctive or other relief, which effectively could block our ability to develop further, commercialize, or sell products or services, and could result in the award of substantial damages against us. In the event of a successful infringement claim against us, we may be required to pay damages and obtain one or more licenses from third parties, or be prohibited from selling certain products or services. In addition, we may be unable to obtain these licenses at a reasonable cost, if at all. We could therefore incur substantial costs related to royalty payments for licenses obtained from third parties, which could negatively affect our gross margins. In addition, we could encounter delays in product introductions while we attempt to develop alternative methods or products. Defense of any lawsuit or failure to obtain any of these licenses on favorable terms could prevent us from commercializing products, and the prohibition of sale of any of our products or services could adversely affect our ability to grow or maintain profitability.

***Our products, if used for the diagnosis of disease, could be subject to government regulation, and the regulatory approval and maintenance process for such products may be expensive, time-consuming, and uncertain both in timing and in outcome.***

Our products are not currently subject to FDA clearance or approval if they are not intended to be used for the diagnosis of disease. However, as we expand our product line to encompass products that are intended to be used for the diagnosis of disease, certain of our products are likely to become subject to regulation by the FDA, or comparable agencies of other countries, including requirements for regulatory approval of such products before they can be marketed. Such regulatory approval processes or clearances may be expensive, time-consuming, and uncertain, and our failure to obtain or comply with such approvals and clearances could have an adverse effect on our business, financial condition, or operating results. In addition, changes to the current regulatory framework, including the imposition of additional or new regulations, could arise at any time during the development or marketing of our products, which may negatively affect our ability to obtain or maintain FDA or comparable regulatory approval of our products, if required.

Molecular diagnostic products, in particular, depending on their intended use, may be regulated as medical devices by the FDA and comparable agencies of other countries and may require either receiving clearance from the FDA following a pre-market notification process or premarket approval from the FDA, in each case prior to marketing. Obtaining the requisite

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regulatory approvals can be expensive and may involve considerable delay. If we fail to obtain, or experience significant delays in obtaining, regulatory approvals for molecular diagnostic products that we develop, we may not be able to launch or successfully commercialize such products in a timely manner, or at all.

In addition, the regulatory approval or clearance process required to manufacture, market, and sell our existing and future products that are intended for, and marketed and labeled as, "Research Use Only," or RUO, is uncertain if such products are used or could be used, even without our consent, for the diagnosis of disease. If the FDA or other regulatory authorities assert that any of our RUO products are subject to regulatory clearance or approval, our business, financial condition, or results of operations could be adversely affected.

### ***Doing business internationally creates operational and financial risks for our business.***

Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. If we fail to coordinate and manage these activities effectively, including the risks noted below, our business, financial condition, or results of operations could be adversely affected. We are focused on expanding our international operations in key markets. We have sales offices located internationally throughout Europe, the Asia-Pacific region, and Brazil, as well as manufacturing facilities in the United Kingdom and Singapore. During 2011, the majority of our sales to international customers and purchases of raw materials from international suppliers were denominated in U.S. dollars. Shipments to customers outside the United States comprised 50%, 45%, and 48% of our total revenue for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. We intend to continue to expand our international presence by selling to customers located outside of the United States and we expect the total amount of non-U.S. sales to continue to grow.

International sales entail a variety of risks, including:

- longer payment cycles and difficulties in collecting accounts receivable outside of the United States;
- longer sales cycles due to the volume of transactions taking place through public tenders;
- currency exchange fluctuations;
- challenges in staffing and managing foreign operations;
- tariffs and other trade barriers;
- unexpected changes in legislative or regulatory requirements of foreign countries into which we sell our products;
- difficulties in obtaining export licenses or in overcoming other trade barriers and restrictions resulting in delivery delays; and
- significant taxes or other burdens of complying with a variety of foreign laws.

Changes in the value of the relevant currencies may affect the cost of certain items required in our operations. Changes in currency exchange rates may also affect the relative prices at which we are able to sell products in the same market. Our revenues from international customers may be negatively impacted as increases in the U.S. dollar relative to our international customers' local currency could make our products more expensive, impacting our ability to compete. Our costs of materials from international suppliers may increase if in order to continue doing business with us they raise their prices as the value of the U.S. dollar decreases relative to their local currency. Foreign policies and actions regarding currency valuation could result in actions by the United States and other countries to offset the effects of such fluctuations. The recent global financial downturn has led to a high level of volatility in foreign currency exchange rates and that level of volatility may continue, which could adversely affect our business, financial condition, or results of operations.

### ***We are subject to risks related to taxation in multiple jurisdictions and the possible loss of the tax deduction on our outstanding convertible notes.***

We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgments based on interpretations of existing tax laws or regulations are required in determining the provision for income taxes. Our effective income tax rate could be adversely affected by various factors, including, but not limited to, changes in the mix of earnings in tax jurisdictions with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in existing tax laws or tax rates, changes in the level of non-deductible expenses (including share-based compensation), changes in our future levels of research and development spending, mergers and acquisitions, or the result of examinations by various tax authorities. Although we believe our tax estimates are reasonable, if the IRS or other taxing authority disagrees with the positions taken by the Company on its tax returns, we could have additional tax liability, including interest and penalties. If

material, payment of such additional amounts upon final adjudication of any disputes could have a material impact on our results of operations and financial position.

In addition, we could lose some or all of the tax deduction for interest expense associated with our outstanding convertible notes if these notes are not subject to the special Treasury Regulations governing contingent payment debt instruments, the notes are converted, or we invest in non-taxable investments.

***An inability to manage our growth or the expansion of our operations could adversely affect our business, financial condition, or results of operations.***

Our business has grown rapidly, with total revenues increasing from \$73.5 million for the year ended January 1, 2006 to \$1,055.5 million for the year ended January 1, 2012 and with the number of employees increasing from 375 to approximately 2,200 during the same period. We expect to continue to experience substantial growth in order to achieve our operating plans. The continued global expansion of our business and addition of new personnel may place a strain on our management and operational systems. Our ability to effectively manage our operations and growth requires us to continue to expend funds to enhance our operational, financial, and management controls, reporting systems, and procedures and to attract and retain sufficient numbers of talented employees on a global basis. If we are unable to scale up and implement improvements to our manufacturing process and control systems in an efficient or timely manner, or if we encounter deficiencies in existing systems and controls, then we will not be able to make available the products required to successfully commercialize our technology. Our future operating results will depend on the ability of our management to continue to implement and improve our research, product development, manufacturing, sales and marketing, and customer support programs, enhance our operational and financial control systems, expand, train, and manage our employee base, integrate acquired businesses, and effectively address new issues related to our growth as they arise. There can be no assurance that we will be able to manage our recent or any future expansion or acquisition successfully, and any inability to do so could adversely affect our business, financial condition, or results of operations.

***Our operating results may vary significantly from period to period, and we may not be able to sustain operating profitability.***

Our revenue is subject to fluctuations due to the timing of sales of high-value products and services, the effects of new product launches and related promotions, the timing and availability of our customers' funding, the impact of seasonal spending patterns, the timing and size of research projects our customers perform, changes in overall spending levels in the life sciences industry, and other unpredictable factors that may affect customer ordering patterns. Given the difficulty in predicting the timing and magnitude of sales for our products and services, we may experience quarter-to-quarter fluctuations in revenue resulting in the potential for a sequential decline in quarterly revenue. While we anticipate future growth, there is some uncertainty as to the timing of revenue recognition on a quarterly basis. This is because a substantial portion of our quarterly revenue is typically recognized in the last month of a quarter and because the pattern for revenue generation during that month is normally not linear, with a concentration of orders in the final week of the quarter. In light of that, our revenue cut-off and recognition procedures, together with our manufacturing and shipping operations, may experience increased pressure and demand during the time period shortly before the end of a fiscal quarter.

A large portion of our expenses is relatively fixed, including expenses for facilities, equipment, and personnel. In addition, we expect operating expenses to continue to increase significantly in absolute dollars, and we expect that our research and development and selling and marketing expenses will increase at a higher rate in the future as a result of the development and launch of new products. Accordingly, our ability to sustain profitability will depend, in part, on the rate of growth, if any, of our revenue and on the level of our expenses, and if revenue does not grow as anticipated, we may not be able to maintain annual or quarterly profitability. Any significant delays in the commercial launch of our products, unfavorable sales trends in our existing product lines, or impacts from the other factors mentioned above, could adversely affect our future revenue growth or cause a sequential decline in quarterly revenue. In addition, non-cash share-based compensation expense and expenses related to prior and future acquisitions are also likely to continue to adversely affect our future profitability. Due to the possibility of significant fluctuations in our revenue and expenses, particularly from quarter to quarter, we believe that quarterly comparisons of our operating results are not a good indication of our future performance. If our operating results fluctuate or do not meet the expectations of stock market analysts and investors, our stock price could decline.

From time to time, we receive large orders that have a significant effect on our operating results in the period in which the order is recognized as revenue. The timing of such orders is difficult to predict, and the timing of revenue recognition from such orders may affect period to period changes in net sales. As a result, our operating results could vary materially from quarter to quarter based on the receipt of such orders and their ultimate recognition as revenue.

***Changes in accounting standards and subjective assumptions, estimates, and judgments by management related to complex accounting matters could significantly affect our financial results or financial condition.***

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations with regard to a wide range of matters that are relevant to our business, such as revenue recognition, asset impairment and fair value determinations, inventories, business combinations and intangible asset valuations, and litigation, are highly complex and involve many subjective assumptions, estimates, and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates, or judgments could significantly change our reported or expected financial performance or financial condition.

***Ethical, legal, and social concerns related to the use of genetic information could reduce demand for our products or services.***

Our products may be used to provide genetic information about humans, agricultural crops, and other living organisms. The information obtained from our products could be used in a variety of applications, which may have underlying ethical, legal, and social concerns regarding privacy and the appropriate uses of the resulting information, including the genetic engineering or modification of agricultural products or testing genetic predisposition for certain medical conditions. Governmental authorities could, for social or other purposes, call for limits on or regulation of the use of genetic testing or prohibit testing for genetic predisposition to certain conditions, particularly for those that have no known cure. Similarly, such concerns may lead individuals to refuse to use genetics tests even if permissible. These and other ethical, legal, and social concerns about genetic testing may limit market acceptance of our technology for certain applications or reduce the potential markets for our technology, either of which could have an adverse effect on our business, financial condition, or results of operations.

***Our strategic equity investments may result in losses.***

We periodically make strategic equity investments in various public and private companies with businesses or technologies that may complement our business. The market values of these strategic equity investments may fluctuate due to market conditions and other conditions over which we have no control. Other-than-temporary declines in the market price and valuations of the securities that we hold in other companies would require us to record losses in proportion to our ownership interest. This could result in future charges to our earnings. It is uncertain whether or not we will realize any long-term benefits associated with these strategic investments.

***Conversion of our outstanding convertible notes may result in losses.***

As of January 1, 2012, we had \$40 million aggregate principal amount of convertible notes due 2014 and \$920 million aggregate principal amount of convertible notes due 2016 outstanding. The notes are convertible into cash, and if applicable, shares of our common stock under certain circumstances, including trading price conditions related to our common stock. If the trading price of our common stock remains significantly above the conversion price of \$21.83 per share with respect to convertible notes due 2014 and \$83.55 with respect to convertible notes due 2016, we expect that the noteholders will elect to convert the applicable notes. Upon conversion, we are required to record a gain or loss for the difference between the fair value of the notes to be extinguished and their corresponding net carrying value. The fair value of the notes to be extinguished depends on our current incremental borrowing rate. The net carrying value of our notes has an implicit interest rate of 8.3% with respect to convertible notes due 2014 and 4.5% with respect to convertible notes due 2016. If our incremental borrowing rate at the time of conversion is lower than the implied interest rate of the notes, we will record a loss in our consolidated statement of income during the period in which the notes are converted.

**ITEM 1B. *Unresolved Staff Comments.***

None.

**ITEM 2. *Properties.***

The following chart summarizes the facilities we lease as of January 1, 2012, including the location and size of each principal facility, and their designated use. We believe our facilities are adequate for our current and near-term needs, and that we will be able to locate additional facilities as needed.

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<b>Location</b>	<b>Approximate Square Feet</b>	<b>Operation</b>	<b>Lease Expiration Dates</b>
San Diego, CA	670,000*	R&D, Manufacturing, Storage, Distribution, and Administrative	2012 – 2031
Hayward, CA	109,000	R&D, Manufacturing, and Administrative	2013 – 2014
Singapore	68,000	Manufacturing and Administrative	2013 – 2015
Eindhoven, the Netherlands	42,000	Distribution and Administrative	2015
Little Chesterford, United Kingdom	42,000	R&D, Manufacturing, and Administrative	2024
Madison, WI	33,000	R&D, Manufacturing, and Administrative	2012
Other	35,000	R&D, Manufacturing, Sales, and Administrative	2012 – 2015

\*In December 2010, we agreed to lease a facility in San Diego, California to serve as our new corporate headquarters, and we began the relocation process in late 2011. Although we expect to sublease our former corporate headquarters, comprising approximately 200,000 square feet, we have included the square footage in the table above as we will continue to be subject to rent and lease obligations for our former facility through October 2023.

**ITEM 3.        *Legal Proceedings.***

The Company is involved in various lawsuits and claims arising in the ordinary course of business, including actions with respect to intellectual property, employment, and contractual matters. In connection with these matters, the Company assesses contingencies to determine the degree of probability and range of possible loss for potential accrual in its financial statements. An estimated loss contingency is accrued in the financial statements if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable and unfavorable resolutions could occur, assessing contingencies is highly subjective and requires judgments about future events. The Company regularly reviews contingencies to determine the adequacy of the accruals and related disclosures. The amount of ultimate loss may differ from these estimates. Because of the uncertainties related to the occurrence, amount, and range of loss on any pending litigation or claim, management is currently unable to predict their ultimate outcome, to determine whether a liability has been incurred, or to make a meaningful estimate of the reasonably possible loss or range of loss that could result from an unfavorable outcome. The Company believes, however, that the liability, if any, resulting from the aggregate amount of losses for any outstanding litigation or claim will not have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations.

**ITEM 4.        *Mine Safety Disclosures.***

applicable.

**PART II**

**ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

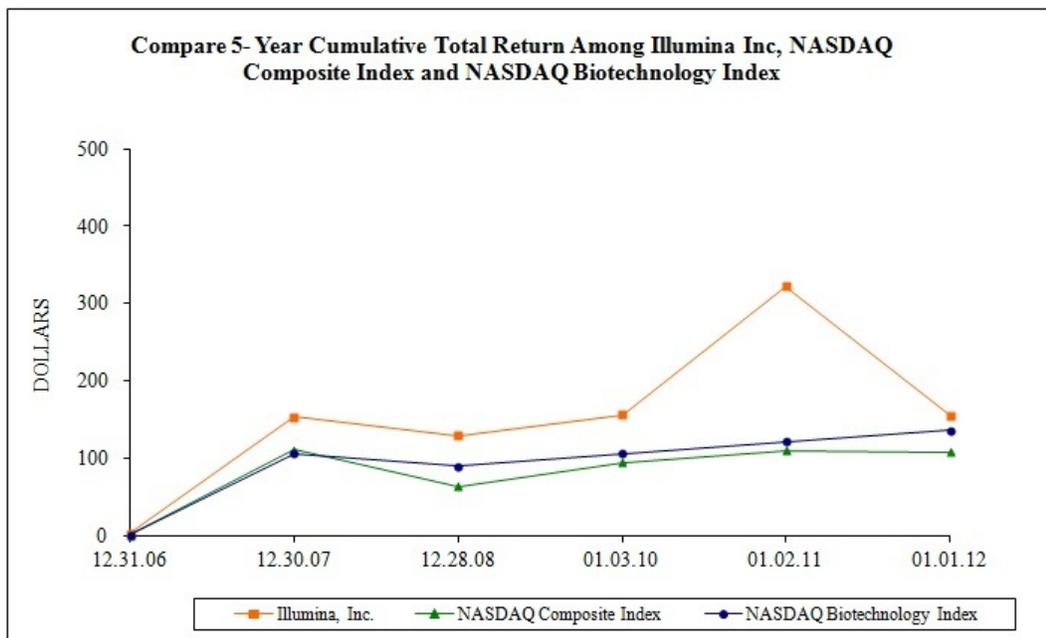
**Market Information**

Our common stock has been quoted on The NASDAQ Global Select Market under the symbol “ILMN” since July 28, 2000. Prior to that time, there was no public market for our common stock. The following table sets forth, for the fiscal periods indicated, the quarterly high and low sales prices per share of our common stock as reported on The NASDAQ Global Select Market.

	2011		2010	
	High	Low	High	Low
First Quarter	\$ 74.12	\$ 61.87	\$ 40.90	\$ 29.76
Second Quarter	76.81	65.41	45.72	36.70
Third Quarter	79.40	39.82	50.93	41.15
Fourth Quarter	40.53	25.57	66.59	47.70

**Stock Performance Graph**

The graph below compares the cumulative total stockholder returns on our common stock for the last five fiscal years with the cumulative total stockholder returns on the NASDAQ Composite Index and the NASDAQ Biotechnology Index for the same period. The graph assumes that \$100 was invested on December 31, 2006 in our common stock and in each index and that all dividends were reinvested. No cash dividends have been declared on our common stock. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.



**Holders**

As of January 31, 2012 we had 231 record holders of our common stock.

**Dividends**

We have never paid cash dividends and have no present intention to pay cash dividends in the foreseeable future. The indentures for our 0.625% convertible senior notes due 2014 and 0.25% convertible senior notes due 2016, which notes are convertible into cash and, in certain circumstances, shares of our common stock, require us to increase the conversion rate applicable to the notes if we pay any cash dividends.

**Purchases of Equity Securities by the Issuer**

In August 2011, our board of directors authorized a \$100 million discretionary repurchase program. In July 2010, our board of directors authorized a \$200 million stock repurchase program, with \$100 million allocated to repurchasing our common stock under a 10b5-1 plan over a 12 month period and \$100 million allocated to repurchasing our common stock at management's discretion during open trading windows. Such programs were completed during the first three quarters of the fiscal year ended January 1, 2012, and there were no shares repurchased during the fiscal quarter ended January 1, 2012.

In addition, concurrently with the issuance of our convertible senior notes due 2016 in March 2011, 4,890,500 shares were repurchased for \$314.3 million.

**Sales of Unregistered Securities**

None during the fiscal quarter ended January 1, 2012.

**ITEM 6. Selected Financial Data.**

The following table sets forth selected historical consolidated financial data for each of our last five fiscal years during the period ended January 1, 2012.

**Statement of Operations Data**

	Years Ended				
	January 1, 2012 (52 weeks)	January 2, 2011 (52 weeks)	January 3, 2010 (53 weeks)	December 28, 2008 (52 weeks)	December 30, 2007 (52 weeks)
	(In thousands, except per share data)				
Total revenue	\$ 1,055,535	\$ 902,741	\$ 666,324	\$ 573,225	\$ 366,799
Income (loss) from operations(1),(2)	199,461	211,654	125,597	80,457	(301,201)
Net income (loss)	86,628	124,891	72,281	39,416	(287,305)
Net income (loss) per share:					
Basic	\$ 0.70	\$ 1.01	\$ 0.59	\$ 0.34	\$ (2.65)
Diluted	\$ 0.62	\$ 0.87	\$ 0.53	\$ 0.30	\$ (2.65)
Shares used in calculating net income (loss) per share:					
Basic	123,399	123,581	123,154	116,855	108,308
Diluted	138,937	143,433	137,096	133,607	108,308

**Balance Sheet Data**

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	January 1, 2012	January 2, 2011	January 3, 2010	December 28, 2008	December 30, 2007
	(In thousands)				
Cash, cash equivalents and short-term investments(2),(3),(4),(5)	\$ 1,189,568	\$ 894,289	\$ 693,527	\$ 640,075	\$ 386,082
Working capital	1,307,039	723,881	540,354	483,113	397,040
Total assets	2,195,840	1,839,113	1,429,937	1,327,171	929,981
Long-term debt, current portion(5)	—	311,609	290,202	276,889	16
Long-term debt, less current portion(5)	807,369	—	—	—	258,007
Total stockholders' equity(1),(2),(3),(4)	1,075,215	1,197,675	864,248	798,667	353,927

In addition to the following notes, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Item 8, "Financial Statements and Supplementary Data," for further information regarding our consolidated results of operations and financial position for periods reported therein and for known factors that will impact comparability of future results.

- (1) The consolidated financial statements include results of operations of acquired companies commencing on their respective acquisition dates. As a result of prior acquisitions, we recorded charges to write-off acquired in-process research and development, or IPR&D, of \$5.4 million, \$1.3 million, \$11.3 million, \$24.7 million, and \$303.4 million, during the fiscal years ended January 1, 2012, January 2, 2011, January 3, 2010, December 28, 2008, and December 30, 2007, respectively. See note "4. Acquisitions" in Part II, Item 8, Notes to Consolidated Financial Statements, for further information.
- (2) For the fiscal year ended December 30, 2007, we recorded a \$54.0 million charge for the settlement of a litigation. In January 2008, we paid \$90.0 million related to the settlement.
- (3) In August 2008, a total of 8,050,000 shares were sold to the public at a public offering price of \$43.75 per share, raising net proceeds to us of \$342.7 million.
- (4) For the fiscal years ended January 1, 2012, January 2, 2011, January 3, 2010, December 28, 2008, and December 30, 2007, we repurchased 9.2 million, 0.8 million, 6.1 million, 3.1 million, and 14.8 million shares, respectively, of common stock for \$570.3 million, \$44.0 million, \$175.1 million, \$70.8 million, and \$251.6 million, respectively. See note "11. Stockholders' Equity" in Part II, Item 8, Notes to Consolidated Financial Statements.
- (5) During 2011, we issued \$920.0 million principal amount of 0.25% Convertible Senior Notes due 2016, which was classified as long-term liability as of January 1, 2012. In February 2007, we issued \$400.0 million principal amount of 0.625% Convertible Senior Notes due 2014. Due to the 0.625% Convertible Senior Notes due 2014 being convertible during the fiscal years ended January 2, 2011, January 3, 2010, and December 28, 2008, we classified the outstanding principal amount of these notes as current in our consolidated balance sheet in the respective periods. As of January 1, 2012, the remaining \$40.1 million principal amount of the 0.625% Convertible Senior Notes was not convertible and was therefore reclassified to long-term liability. See note "8. Convertible Senior Notes" in Part II, Item 8, Notes to Consolidated Financial Statements, for further information.

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. This MD&A is organized as follows:

- *Business Overview and Outlook.* High level discussion of our operating results and significant known trends that affect our business.
- *Results of Operations.* Detailed discussion of our revenues and expenses.
- *Liquidity and Capital Resources.* Discussion of key aspects of our statements of cash flows, changes in our financial position, and our financial commitments.
- *Off-Balance Sheet Arrangements.* We have no significant off-balance sheet arrangements.
- *Contractual Obligations.* Tabular disclosure of known contractual obligations as of January 1, 2012.
- *Critical Accounting Policies and Estimates.* Discussion of significant changes since our most recent Annual Report on Form 10-K that we believe are important to understanding the assumptions and judgments underlying

our financial statements.

This MD&A discussion contains forward-looking statements that involve risks and uncertainties. Please see “Special Note Regarding Forward-Looking Statements” for additional factors relating to such statements, and see “Risk Factors” in Item 1A of this report for a discussion of certain risk factors applicable to our business, financial condition, and results of operations. Operating results are not necessarily indicative of results that may occur in future periods.

## **Business Overview and Outlook**

This overview and outlook provides a high level discussion of our operating results and significant known trends that affect our business. We believe that an understanding of these trends is important to understanding our financial results for the periods being reported herein as well as our future financial performance. This summary is not intended to be exhaustive, nor is it intended to be a substitute for the detailed discussion and analysis provided elsewhere in this Annual Report on Form 10-K.

### ***About Illumina***

We are a leading developer, manufacturer, and marketer of life science tools and integrated systems for the analysis of genetic variation and function. Using our proprietary technologies, we provide a comprehensive line of genetic analysis solutions, with products and services that address a broad range of highly interconnected markets, including sequencing, genotyping, gene expression, and molecular diagnostics. Our customers include leading genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agrigenomics, and consumer genomics companies.

Our broad portfolio of instruments, consumables, and analysis tools are designed to simplify genetic analysis. This portfolio addresses the full range of genomic complexity, price points, and throughputs, enabling researchers to select the best solution for their scientific challenge. In 2007, through our acquisition of Solexa, Inc., we acquired our proprietary sequencing by synthesis (SBS) technology that is at the heart of our leading-edge sequencing instruments. These systems can be used to efficiently perform a range of nucleic acid (DNA, RNA) analyses on large numbers of samples. For more focused studies, our array-based solutions provide ideal tools to perform genome-wide association studies (GWAS) involving single-nucleotide polymorphism (SNP) genotyping and copy number variation (CNV) analyses, as well as gene expression profiling and other DNA, RNA, and protein studies. To further enhance our genetic analysis workflows, in January 2011 we acquired Epicentre Technologies Corporation, a leading provider of nucleic acid sample preparation reagents and specialty enzymes for sequencing and microarray applications. In 2010, through our acquisition of Helixis, Inc., we expanded our instrument portfolio to include real-time polymerase chain reaction (PCR), one of the most widely used technologies in life sciences.

Our financial results have been, and will continue to be, impacted by several significant trends, which are described below. While these trends are important to understanding and evaluating our financial results, this discussion should be read in conjunction with our condensed consolidated financial statements and the notes thereto in Item 1, Part I of this report, and the other transactions, events, and trends discussed in “Risk Factors” in Item 1A, Part I of this report.

### ***Funding Environment***

Many of our customers receive funding from government agencies to purchase our instruments, products, and services. There remains significant uncertainty concerning government and academic research funding worldwide as governments in the United States and Europe, in particular, focus on reducing fiscal deficits while at the same time confronting slowing economic growth. We estimate that approximately one-third of our total revenue is derived, directly or indirectly, from funding provided by the U.S. National Institute of Health (NIH). After growing steadily through 2010, the NIH budget experienced an approximate 1% reduction in fiscal 2011, which ended on September 30, 2011, compared to fiscal 2010. Based on the fiscal year 2012 Congressional budget, the adjusted fiscal 2012 NIH budget increased 1% as compared to fiscal 2011 levels. The significance and timing of any reductions to the NIH budget beyond fiscal 2012 will be significantly impacted by the sequestration provisions of the Budget Control Act of 2011, which was enacted on August 2, 2011, and by whether these provisions remain in effect. In addition, the U.S. Department of Health and Human Services (HHS), of which the NIH is a part, has the ability to reallocate funds within its budget to spare the NIH from the full effect of HHS budget reductions. We continue to believe that allocations within the NIH budget will continue to favor genetic analysis tools and, in particular, next-generation sequencing.

We believe the uncertainty surrounding the levels of government and academic research funding in the United States and Europe will continue in 2012, which could lead to purchasing delays and could negatively impact our business.

### *Next-Generation Sequencing*

Next-generation sequencing has become a core technology for modern life science research. Over the next several years, expansion of the sequencing market, including an increase in the number of samples available, and enhancements in our product portfolio will continue to drive demand for our next-generation sequencing technologies. In 2011, we launched new, higher-throughput sequencing consumable kits that enable our customers to sequence a greater number of samples in a single instrument run. We believe that this increased throughput created excess capacity that customers were unable to fully utilize due to a short-term lack of available samples, which resulted in lower consumable sales per instrument and negatively affected sequencing instrument sales in the second half of 2011. We believe that this excess capacity will diminish as customers scale and gain access to greater numbers of samples.

With respect to sequencing instruments, we began commercial shipments in the third quarter of 2011 of our previously announced MiSeq, a low-cost personal sequencing system that we believe will provide individual researchers a platform with rapid turnaround time, high accuracy, and streamlined workflow. We believe MiSeq will expand our presence in the lower throughput sequencing market. In January 2012, we announced the HiSeq 2500 sequencing system, which will allow customers to sequence an entire human genome in approximately a day (up to 120 Gb in 27 hours or 600 Gb per run). Full commercial shipments of the HiSeq 2500 are expected to commence in the second half of 2012.

With respect to sequencing consumables, we experienced an overall increase in sequencing consumable sales despite a decrease in the consumable revenue per instrument in 2011 compared to 2010. The increase in total sequencing consumable sales was driven by the growth of our sequencing installed base. The decrease in consumable revenue per instrument was driven, in part, by funding uncertainty and the excess capacity created from the higher throughput of our new sequencing kits. As we continue to make improvements that reduce the cost of sequencing, we believe that more customers will use the HiSeq platform, which generates more revenue per instrument time than the Genome Analyzer, and that the increased capacity from our higher throughput sequencing kits will be more fully utilized as additional samples become increasingly available over the next few quarters. We believe that our sequencing consumable revenue will grow in future periods with the launch of MiSeq and the growth in our HiSeq installed base.

### *MicroArrays*

As a complement to next-generation sequencing, we believe microarrays offer a less expensive, faster, and highly accurate technology for use when genetic content is already known. The information content of microarrays is fixed and reproducible. As such, microarrays provide repeatable, standardized assays for certain subsets of nucleotide bases within the overall genome. We believe that focused studies will drive future microarray sales growth; however, as the per genome cost of sequencing continues to decrease, researchers will migrate certain whole genome array studies to sequencing at some point in the future. In mid-2011, we began shipments of the Omni5 BeadChip, a four-sample microarray featuring more than 4.3 million markers per sample with flexibility to include up to 500,000 custom markers. This product includes a majority of the rare variant content from the 1000 genomes project, an international research effort launched in 2008 to establish the most detailed catalog of human genetic variation. Although the order and revenue level of microarray products fluctuated during 2011, we received record microarray orders, driven by Infinium Exome array products, in the fourth quarter of 2011.

### *Financial Overview*

Financial highlights for 2011 include the following:

- Net revenue grew by 17% during 2011 compared to 2010. The increase in revenue was primarily driven by an increase in consumable sales as our installed base increased in 2011, the launch of MiSeq in the third quarter of 2011, and increased HiSeq instrument revenue.
- Gross profit as a percentage of revenue (gross margin) was 67.2% in 2011, an increase from 66.6% in 2010. The increase primarily resulted from improvements in instrument and consumable gross margins. Instrument gross margin improved during the period due to higher average selling prices and consumable gross margin improved due to a shift in sales mix from microarray consumables to sequencing consumables, which have a higher gross margin than microarray consumables. We believe our gross margin in future periods will depend on several factors, including market conditions that may impact our pricing power, product mix changes between consumable and instrument sales, our cost structure for manufacturing operations, and our ability to create innovative and high premium products that meet or stimulate customer demand.
- Income from operations decreased 6% in 2011 compared to 2010 primarily due to a 31% increase in total

operating expenses, which was primarily driven by headquarter relocation expense and restructuring charges recorded in 2011.

In 2011, we relocated our headquarters to another facility in San Diego, California and incurred \$41.8 million in headquarter relocation expense, which included a cease-use loss upon vacating our prior headquarters, accelerated depreciation of certain property and equipment, and double rent expense during the transition to the new facility. We expect to incur additional headquarter relocation expense during the first half of 2012.

On October 25, 2011, we announced restructuring plans to reduce our global workforce by approximately 200 employees, or approximately 8%, and to consolidate certain facilities. As a result of the restructuring effort, we recorded a restructuring charge of \$8.1 million during the fourth quarter of 2011, comprised primarily of severance pay and other employee separation costs. We expect to incur additional restructuring charges related to this effort through the second quarter of 2012.

In addition, on January 27, 2012, CKH Acquisition Corp. and Roche Holding Ltd. (together, "Roche") made an unsolicited tender offer to purchase all outstanding shares of our common stock for \$44.50 per share. Roche also announced that it intends to oppose the re-election of four directors serving on our board of directors whose terms expire at the 2012 annual meeting of stockholders, including the Chairman of the Board and our Chief Executive Officer. In connection with the Roche tender offer, four stockholder class action lawsuits have been filed against us, and we anticipate that additional lawsuits may be filed. As a result, we expect our selling, general and administrative expenses to increase during 2012, as we anticipate incurring significant legal, advisory, proxy solicitation, and other costs as a result of this tender offer.

- Our effective tax rate was 34.9% in 2011, as compared to 32.6% in 2010. 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 this report. For 2012 and beyond, we anticipate the provision for income taxes to increase in absolute dollars but the effective tax rate to trend lower than the U.S. federal statutory rate as the portion of our earnings subject to lower statutory tax rates increases.
- We ended 2011 with cash, cash equivalents, and short-term investments totaling \$1.2 billion. In 2011, we generated \$358.1 million in cash from operations, an \$85.6 million, or 31.4%, increase from 2010. During 2011, we also generated \$903.5 million in net proceeds from the issuance of our 0.25% Convertible Senior Notes due 2016 and used \$314.3 million of such proceeds to repurchase shares of our common stock concurrently with the issuance and also used part of the net proceeds for the extinguishment upon conversion of \$349.9 million principal amount of our existing 0.625% convertible senior notes due 2014.

## Results of Operations

To enhance comparability, the following table sets forth audited consolidated statement of operations data for the years ended January 1, 2012, January 2, 2011, and January 3, 2010 stated as a percentage of total revenue.

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	2011	2010	2009
Revenue:			
Product revenue	93.5 %	93.3 %	94.1 %
Service and other revenue	6.5	6.7	5.9
Total revenue	100.0	100.0	100.0
Cost of revenue:			
Cost of product revenue	29.2	30.1	28.6
Cost of service and other revenue	2.5	2.4	2.3
Amortization of acquired intangible assets	1.1	0.9	1.0
Total cost of revenue	32.8	33.4	31.9
Gross profit	67.2	66.6	68.1
Operating expense:			
Research and development	18.7	19.7	21.1
Selling, general and administrative	24.8	24.4	26.5
Headquarter relocation expense	4.0	—	—
Restructuring charges	0.8	—	—
Acquisition related expense (gain), net	0.1	(0.9)	1.7
Total operating expense	48.4	43.2	49.3
Income from operations	18.8	23.4	18.8
Other income (expense):			
Interest income	0.7	0.9	1.7
Interest expense	(3.3)	(2.7)	(3.6)
Other (expense) income, net	(3.7)	(1.1)	0.2
Total other expense, net	(6.3)	(2.9)	(1.7)
Income before income taxes	12.5	20.5	17.1
Provision for income taxes	4.4	6.7	6.3
Net income	8.1 %	13.8 %	10.8 %

Our fiscal year is the 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, September 30, and December 31. The years ended January 1, 2012, January 2, 2011, and January 3, 2010 were 52, 52, and 53 weeks, respectively.

**Revenue**

(Dollars in thousands)	2011 - 2010				2010 - 2009		
	2011	2010	Change	% Change	2009	Change	% Change
Product revenue	\$ 987,280	\$ 842,510	\$ 144,770	17%	\$ 627,240	\$ 215,270	34%
Service and other revenue	68,255	60,231	8,024	13	39,084	21,147	54
Total revenue	\$ 1,055,535	\$ 902,741	\$ 152,794	17%	\$ 666,324	\$ 236,417	35%

Product revenue consists primarily of revenue from the sale of consumables and instruments.

*2011 Compared to 2010*

Consumables revenue increased \$90.8 million, or 18%, to \$595.8 million in 2011 compared to \$505.0 million in 2010. The increase was primarily attributable to increased sales of sequencing consumables, which accounted for more than half of our consumables revenue in 2011, driven by growth in the installed base of our sequencing systems, partially offset by a decrease in the consumable revenue per sequencing instrument.

Instrument revenue increased \$48.5 million, or 15%, to \$373.1 million in 2011 compared to \$324.6 million in 2010. The increase was primarily attributable to the launch of MiSeq in the third quarter of 2011 and higher HiSeq revenue primarily

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driven by increased average selling price following completion of the Genome Analyzer trade-in program during the first half of 2011. These increases in instrument revenue were partially offset by a decrease in sales of our Genome Analyzer from 2010 to 2011, as our Genome Analyzer customers upgraded to HiSeq 2000.

Revenue from HiSeq 2000 sales in 2011 and 2010 was impacted by discounts provided to customers under our Genome Analyzer trade-in program. The estimated incremental sales incentive provided under this trade-in program was approximately \$11.1 million and \$47.8 million in 2011 and 2010, respectively. See "Revenue Recognition" in note "1. Organization and Summary of Significant Accounting Policies" in Part II, Item 8, of this Form 10-K for additional information on the Genome Analyzer trade-in program.

The increase in service and other revenue in 2011 compared to 2010 was primarily driven by an increase in our instrument service contract revenue resulting from our expanded installed base and an increase in sequencing services.

*2010 Compared to 2009*

Consumable revenue increased \$113.7 million, or 29%, to \$505.0 million for 2010 compared to \$391.3 million for 2009. Microarray consumable revenue, which constituted more than half of our total consumable revenue in 2010 and 2009, increased \$28.3 million primarily attributable to growth in sales of our Infinium BeadChips, which constituted a majority of our microarray consumable sales. Sales volume of our Infinium BeadChip products increased on a per sample basis during 2010 compared to 2009. The average selling price per sample, however, declined due to a change in product mix primarily attributable to growth in sales of our focused content arrays and a number of large sample volume purchase orders that incurred higher discounts. Revenue from sequencing consumables increased \$85.4 million due to growth in the installed base of our sequencing systems.

Revenue from sales of instruments increased \$98.9 million, or 44%, to \$324.6 million for 2010 compared to \$225.7 million for 2009. Sequencing instrument revenue increased \$85.7 million. We experienced increases in both the number of units sold and average selling prices per unit for our sequencing systems during 2010 compared to 2009. Unit growth was due to increased demand for next-generation sequencing systems. The increase in average selling prices was primarily attributable to the launch of the HiSeq 2000 in Q1 2010. Microarray instrument revenue increased \$13.2 million primarily attributable to strong demand for our HiScanSQ instrument launched in 2010. The launch of this system resulted in increases in both the number of units sold and average selling prices per unit for our microarray instruments during 2010 compared to 2009.

The increase in service and other revenue was primarily attributable to an increase in instrument service contract revenue for our growing installed base of sequencing systems.

**Gross Margin**

(Dollars in thousands)	2011 - 2010				2010 - 2009		
	2011	2010	Change	% Change	2009	Change	% Change
Total gross profit	\$ 709,098	\$ 601,540	\$ 107,558	18%	\$ 453,875	\$ 147,665	33%
Total gross margin	67.2%	66.6%			68.1%		

*2011 Compared to 2010*

Gross margin increased in 2011 compared to 2010. During the period, the gross margin of our instrument sales improved, primarily driven by an increase in average selling price per instrument as our Genome Analyzer trade-in program was substantially completed in the first half of 2011. The Genome Analyzer trade-in program negatively impacted our gross margin by approximately 1.1% and 5.3% in 2011 and 2010, respectively, based on the estimated amount of incremental sales incentive provided. The gross margin of our consumable sales also increased as we experienced a shift in sales mix from lower gross margin microarray consumables to higher gross margin sequencing consumables, primarily due to the expansion of our sequencing instrument installed base. The improvements in gross margins were partially offset by the negative impact from higher stock compensation expense and higher amortization expense of acquired intangible assets included in cost of revenue.

*2010 Compared to 2009*

The decrease in gross margin in 2010 compared to 2009 was primarily attributable to the effect of discounts provided to customers on the sales of HiSeq 2000 associated with promotional programs, including the Genome Analyzer trade-in program,

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and lower margins on our newer products, such as the HiSeq 2000. Based on the estimated amount of incremental sales incentive provided, the Genome Analyzer trade-in program negatively impacted our gross margin by approximately 5.3% in 2010. See “Revenue Recognition” in note “1. Organization and Summary of Significant Accounting Policies” in Part II, Item 8, of this Form 10-K for additional information on the Genome Analyzer trade-in program. The impact of the promotional programs was partially offset by improved margins on sequencing consumables primarily attributable to improved overhead absorption from increased volumes and the benefit of decreased costs associated with chemistry improvements.

**Operating Expense**

(Dollars in thousands)	2011 - 2010				2010 - 2009		
	2011	2010	Change	% Change	2009	Change	% Change
Research and development	\$ 196,913	\$ 177,947	\$ 18,966	11 %	\$ 140,616	\$ 37,331	27 %
Selling, general and administrative	261,843	220,454	41,389	19	176,337	44,117	25
Headquarter relocation expense	41,826	—	41,826	100	—	—	—
Restructuring charges	8,136	—	8,136	100	—	—	—
Acquisition related expense (gain), net	919	(8,515)	9,434	(111)	11,325	(19,840)	(175)
Total operating expense	<u>\$ 509,637</u>	<u>\$ 389,886</u>	<u>\$ 119,751</u>	<u>31 %</u>	<u>\$ 328,278</u>	<u>\$ 61,608</u>	<u>19 %</u>

*2011 Compared to 2010*

The increase in research and development expense in 2011 from 2010 was primarily attributable to an increase in personnel expenses of \$17.5 million associated with increased average headcount during 2011 and an increase of \$2.9 million in research and development supplies. Personnel expenses included salaries, share-based compensation, and benefits.

The increase in selling, general and administrative expense in 2011 from 2010 was primarily attributable to an increase in personnel expenses of \$33.5 million associated with the growth of our business during the period. The remaining increase was primarily driven by a \$4.0 million increase in bad debt expenses as a result of customer bankruptcies, and a \$3.7 million increase in supplies, repairs, and maintenance expenses. These increases were partially offset by a legal settlement gain of \$2.3 million, representing the payment we received to settle an outstanding commercial dispute.

In 2011, we relocated our headquarters to another facility in San Diego, California and incurred \$41.8 million in headquarter relocation expense, which included a cease-use loss upon vacating our prior headquarters, accelerated depreciation of certain property and equipment, and double rent expense during the transition to the new facility.

In Q4 2011, we announced a restructuring plan to reduce our global workforce by approximately 200 employees, or approximately 8%, and to consolidate certain facilities. As a result of the restructuring effort, we recorded a restructuring charge of \$8.1 million during Q4 2011, comprised primarily of severance pay and other employee separation costs.

Acquisition related expense, net, in 2011 included a \$5.4 million charge of acquired in-process research and development related to a milestone payment for a prior acquisition partially offset by \$4.5 million gains related to changes in fair value of contingent consideration. Acquisition related gain, net, in 2010 included a gain of \$10.4 million from a change in the fair value of contingent consideration related to an acquisition, partially offset by an acquired in-process research and development charge of \$1.3 million related to a milestone payment made related to a prior acquisition.

*2010 Compared to 2009*

The increase in research and development expenses was primarily attributable to a \$25.9 million increase in personnel expenses, including salaries, non-cash share-based compensation, and benefits, and an increase in other non-personnel expenses of \$13.3 million comprised mostly of lab and production supplies expenses. These increases were primarily attributable to investments in new product development and commercialization along with projects to sustain and optimize our existing product portfolio.

The increase in selling, general and administrative expenses was primarily attributable to a \$31.8 million increase in personnel expenses, including salaries, non-cash share-based compensation, and benefits, associated with the growth of our business, and an increase in outside service expenses of \$9.7 million comprised mostly of legal and marketing expenses.

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During 2009, acquisition related expense (gain), net, included acquired in-process research and development charges of \$11.3 million related to milestone payments made to the former shareholders of the company we acquired prior to 2009.

**Other Expense, Net**

(Dollars in thousands)	2011 - 2010				2010 - 2009		
	2011	2010	Change	% Change	2009	Change	% Change
Interest income	\$ 7,052	\$ 8,378	\$ (1,326)	(16)%	\$ 11,029	\$ (2,651)	(24)%
Interest expense	(34,790)	(24,598)	(10,192)	41	(23,718)	(880)	4
Other (expense) income, net	(38,678)	(10,055)	(28,623)	285	1,217	(11,272)	(926)
Total other expense, net	\$ (66,416)	\$ (26,275)	\$ (40,141)	153 %	\$ (11,472)	\$ (14,803)	129 %

*2011 Compared to 2010*

The decrease in interest income in 2011 compared to 2010 was primarily driven by lower interest rates, despite the increase in our cash, cash equivalents and short-term investment balance during the period. Interest expense increased during the period primarily due to the accretion of discount on our \$920.0 million 0.25% convertible senior notes due 2016 issued in the first half of 2011, partially offset by the decrease in interest expense associated with the repayment of \$349.9 million in principal for the 0.625% convertible senior notes due 2014 during 2011.

Other (expense) income, net, in 2011 primarily consisted of a loss of \$37.6 million on the extinguishment of debt recorded on conversions of our 0.625% convertible senior notes due 2014 and a \$1.1 million foreign exchange loss recorded during the period. Other (expense) income, net, in 2010 primarily consisted of a \$13.2 million impairment charge related to a cost-method investment and a related note receivable, partially offset by a \$2.9 million gain on acquisition recorded for the difference between the carrying value of a cost method investment prior to the acquisition and the fair value of that investment at the time of acquisition, and foreign exchange gains.

*2010 Compared to 2009*

Interest income decreased despite an increase in our average cash and investment balance due to an overall decline in interest rates during 2010 compared to 2009. The increase in interest expense was due to the accretion of discount on our 0.625% convertible senior notes due 2014. The change in other (expense) income, net, in 2009 primarily consisted of a gain of \$0.8 million on the conversion of \$10.0 million of our 0.625% convertible senior notes due 2014, and foreign exchange gains realized during the period.

**Provision for Income Taxes**

(Dollars in thousands)	2011 - 2010				2010 - 2009		
	2011	2010	Change	% Change	2009	Change	% Change
Income before income taxes	\$ 133,045	\$ 185,379	\$ (52,334)	(28)%	\$ 114,125	\$ 71,254	62%
Provision for income taxes	46,417	60,488	(14,071)	(23)	41,844	18,644	45
Net income	\$ 86,628	\$ 124,891	\$ (38,263)	(31)%	\$ 72,281	\$ 52,610	73%
Effective tax rate	34.9%	32.6%			36.7%		

*2011 Compared to 2010*

The effective tax rate in 2011 closely approximated the U.S. statutory rate because a significant portion of our earnings were subject to U.S. taxation. The increase in the effective tax rate in 2011 from 2010 was primarily attributable to lower non-taxable gains recorded on the changes in fair value of contingent consideration related to prior acquisitions and higher nondeductible acquired IPR&D charges recorded in 2011.

*2010 Compared to 2009*

The decrease in the effective tax rate in 2010 compared to 2009 was primarily attributable to the gain recorded on the change in the fair value of contingent consideration related to an acquisition that is excluded from taxable income and a decrease in nondeductible acquired IPR&D recognized for financial reporting purposes in 2010 as compared to 2009.

**Liquidity and Capital Resources***Cash flow summary*

	2011	2010	2009
	(In thousands)		
Net cash provided by operating activities	\$ 358,140	\$ 272,573	\$ 172,191
Net cash used in investing activities	(400,999)	(285,053)	(256,569)
Net cash provided by (used in) financing activities	97,016	116,474	(98,862)
Effect of exchange rate changes on cash and cash equivalents	(126)	320	849
Net increase (decrease) in cash and cash equivalents	<u>\$ 54,031</u>	<u>\$ 104,314</u>	<u>\$ (182,391)</u>

*Operating Activities*

Cash provided by operating activities in 2011 consisted of net income of \$86.6 million plus net non-cash adjustments of \$234.5 million and changes in net operating assets of \$37.0 million. The primary non-cash expenses added back to net income included share-based compensation of \$92.1 million, depreciation and amortization expenses related to property and equipment and acquired intangible assets of \$68.3 million, debt extinguishment loss of \$37.6 million, and the accretion of the debt discount of \$32.2 million. These non-cash add-backs were partially offset by the \$46.4 million incremental tax benefit related to stock options exercised. The main drivers in the change in net operating assets included increases in accrued liabilities, and decreases in inventory and accounts payable.

Cash provided by operating activities in 2010 consisted of net income of \$124.9 million plus net non-cash adjustments of \$149.8 million and a \$2.1 million decrease in net operating assets. The primary non-cash expenses added back to net income included share based compensation of \$71.6 million, depreciation and amortization expenses related to property and equipment and intangible assets of \$42.0 million, and accretion of the debt discount on our convertible notes totaling \$21.4 million. These non-cash add-backs were partially offset by the \$42.4 million incremental tax benefit related to stock options exercised. The main drivers in the change in net operating assets included increases in accounts receivable, inventory, accounts payable and accrued liabilities. These increases were primarily related to the growth of our business.

*Investing Activities*

Cash used in investing activities totaled \$401.0 million in 2011. We purchased \$1.3 billion of available-for-sale securities, and \$1.1 billion of our available-for-sale securities matured or were sold during 2011. We used \$58.3 million, net of cash acquired, in an acquisition and \$13.8 million in the purchase of strategic investments. We also incurred \$77.8 million in capital expenditures primarily associated with the purchase of manufacturing, R&D, and servicing equipment, leasehold improvements, and information technology equipment and systems.

Cash used in investing activities totaled \$285.1 million in 2010. During the year we purchased \$846.2 million of available-for-sale securities, and \$688.6 million of our available-for-sale securities matured or were sold. We also paid net cash of \$98.2 million for acquisitions, sold trading securities totaling \$54.9 million, used \$49.8 million for capital expenditures primarily associated with the purchase of manufacturing equipment and infrastructure for additional production capacity and rental and loaner instruments, and made strategic investments totaling \$27.7 million.

*Financing Activities*

Cash provided by financing activities totaled \$97.0 million in 2011. We received \$903.5 million in proceeds from the issuance of \$920.0 million of our 0.25% convertible senior notes due 2016, net of issuance discounts, of which \$349.9 million was used to repay the principal amount of our 0.625% convertible senior notes due 2014 upon conversions in 2011. Total cash of \$570.4 million was used in repurchases of our common stock. We also received \$67.5 million in proceeds from the issuance of our common stock through the exercise of stock options and warrants and the sale of shares under our employee stock purchase plan. In addition, we received \$46.4 million in incremental tax benefit related to stock options exercised.

Cash provided by financing activities totaled \$116.5 million in 2010. We received \$118.0 million in proceeds from the issuance of our common stock through the exercise of stock options and warrants and sales of shares under our employee stock purchase plan. We also received \$42.4 million in incremental tax benefit related to stock options exercised. These increases were partially offset by common stock repurchases of \$44.0 million.

## *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.

At January 1, 2012, we had approximately \$1.2 billion in cash, cash equivalents, and short-term investments. Our short-term investments include marketable securities consisting of debt securities in government sponsored entities, corporate debt securities, and U.S. treasury notes. Cash and cash equivalents held by our foreign subsidiaries at January 1, 2012 were approximately \$178.1 million. It is the Company's intention to indefinitely reinvest all current and future foreign earnings in foreign subsidiaries.

During the first half of 2011, we issued \$920.0 million in principal amount of convertible senior notes that mature March 15, 2016. We pay 0.25% interest per annum on the principal amount of the notes, payable semi-annually in arrears in cash on March 15 and September 15 of each year. In 2007, we issued \$400.0 million in principal of convertible senior notes that mature February 15, 2014. We 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. Additional information about the convertible notes, including their conversion features, is described in note "8. Convertible Senior Notes" in Part I, Item 1, of this Form 10-K. As of January 1, 2012, the principal amounts of our 0.25% convertible senior notes due 2016 and our 0.625% convertible senior notes due 2014 were \$920.0 million and \$40.1 million, respectively.

During 2011, we used part of the net proceeds from the issuance of our 0.25% convertible senior notes due 2016 for the extinguishment of \$349.9 million principal amount of our existing 0.625% convertible senior notes due 2014 upon conversion. We will continue to use the net proceeds from the issuance of our 0.25% convertible senior notes due 2016 for future debt extinguishment. In addition, we used an additional \$314.3 million of the net proceeds to purchase 4.9 million shares of our common stock in privately negotiated transactions concurrently with the issuance. We intend to use the remaining net proceeds for other general corporate purposes, which may include acquisitions and additional purchases of our common stock.

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

- potential strategic acquisitions and investments;
- support of 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;
- repurchases of our outstanding common stock;
- the continued advancement of research and development efforts;
- acquisitions of equipment and other fixed assets for use in our current and future manufacturing and research and development facilities; and
- the expansion needs of our facilities, including costs of leasing additional facilities.

We expect that our 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 cash provided by operating activities 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

We do not participate in any transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. During the fiscal year ended January 1, 2012, we were not involved in any “off-balance sheet arrangements” within the meaning of the rules of the SEC.

## Contractual Obligations

Contractual obligations represent future cash commitments and liabilities under agreements with third parties, and exclude orders for goods and services entered into in the normal course of business that are not enforceable or legally binding. The following table represents our contractual obligations as of January 1, 2012, aggregated by type (amounts in thousands):

Contractual Obligation	Payments Due by Period(1)				
	Total	Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Debt obligations(2)	\$ 971,102	\$ 2,551	\$ 45,101	\$ 923,450	\$ —
Operating leases	487,267	16,336	43,949	41,207	385,775
Purchase obligations	6,571	6,571	—	—	—
Amounts due under executive deferred compensation plan	8,970	8,970	—	—	—
<b>Total</b>	<b>\$ 1,467,346</b>	<b>\$ 27,864</b>	<b>\$ 89,050</b>	<b>\$ 964,657</b>	<b>\$ 385,775</b>

- (1) The table excludes \$28.4 million of uncertain tax benefits. We have not included this amount in the table because we cannot make a reasonably reliable estimate regarding the timing of settlements with taxing authorities, if any. See note “13. Income Taxes” in Part II, Item 8 of this Form 10-K for further discussion of our uncertain tax positions. The table also excludes \$15.0 million in potential contingent consideration payments related to acquisitions. We have not included this amount in the table because we cannot make a reasonably reliable estimate regarding whether the milestones required for these payments will be achieved. See note “4. Acquisitions” in Part II, Item 8 of this Form 10-K for further discussion of our contingent consideration.
- (2) Debt obligations include the principal amount of our convertible senior notes due 2016 and 2014, as well as interest payments to be made under the notes. Although these notes mature in 2016 and 2014 respectively, they can be converted into cash and shares of our common stock prior to maturity if certain conditions are met. Any conversion prior to maturity can result in repayments of the principal amounts sooner than the scheduled repayments as indicated in the table. See note “8. Convertible Senior Notes” in Part II, Item 8 of this Form 10-K for further discussion of the terms of the convertible senior notes.

## Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Management bases its estimates on historical experience, market and other conditions, and various other assumptions it believes to be reasonable. Although these estimates are based on management’s best knowledge of current events and actions that may impact us in the future, the estimation process is, by its nature, uncertain given that estimates depend on events over which we may not have control. If market and other conditions change from those that we anticipate, our consolidated financial statements may be materially affected. In addition, if our assumptions change, we may need to revise our estimates, or take other corrective actions, either of which may also have a material effect on our consolidated financial statements.

We believe that the following critical accounting policies and estimates have a higher degree of inherent uncertainty and require our most significant judgments. In addition, had we used estimates different from any of these, our consolidated financial statements could have been materially different from those presented. Members of our senior management have discussed the development and selection of our critical accounting policies and estimates, and our disclosure regarding them, with the audit committee of our board of directors. Our accounting policies are more fully described in note “1. Organization and Significant Accounting Policies” in Part II, Item 8 of this Form 10-K.

## ***Revenue Recognition***

Our revenue is generated primarily from the sale of products and services. Product revenue primarily consists of sales of instruments and consumables used in genetic analysis. Service and other revenue primarily consists of revenue received for performing genotyping and sequencing services, instrument service contract sales, and amounts earned under research agreements with government grants, which are recognized in the period during which the related costs are incurred. The timing of revenue recognition and the amount of revenue actually recognized in each case depends upon a variety of factors, including the specific terms of each arrangement and the nature of our deliverables and obligations. Determination of the appropriate amount of revenue recognized involves significant judgments and estimates and actual results may differ from our estimates.

We recognize 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 transfer of title to the customer, provided that 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, we evaluate whether refund rights exist. If there are refund rights or payment terms based on future performance, we defer revenue recognition until the price becomes fixed or determinable. We assess collectibility based on a number of factors, including past transaction history with the customer and the creditworthiness of the customer. If we determine that collection of a payment is not reasonably assured, revenue recognition is deferred until receipt of payment.

We regularly enter into contracts where revenue is derived from multiple deliverables including any mix of products or services. These products 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.

For transactions with multiple deliverables, 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, we use best estimate of the selling price for the deliverable.

In order to establish VSOE of selling price, we must regularly sell the product 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 are not a sufficient number of standalone sales and VSOE of selling price cannot be determined, then we consider 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, we have rarely established selling price using third-party evidence. If neither VSOE nor third party evidence of selling price exists, we determine our best estimate of selling price using average selling prices over a rolling 12-month period coupled with an assessment of current market conditions. If the product or service has no history of sales or if the sales volume is not sufficient, we rely upon prices set by our pricing committee adjusted for applicable discounts. We recognize revenue for delivered elements only when we determine there are no uncertainties regarding customer acceptance.

In the first quarter of 2010, we offered an incentive with the launch of the HiSeq 2000 that enabled existing Genome Analyzer customers to trade in their Genome Analyzer and receive a discount on the purchase of a HiSeq 2000. The incentive was limited to customers who had purchased a Genome Analyzer as of the date of the announcement and was the first significant trade-in program we have offered. The Genome Analyzer trade-in program was completed in 2011. We accounted for HiSeq 2000 discounts related to the Genome Analyzer trade-in program as reductions to revenue upon recognition of the HiSeq 2000 sales revenue, which is later than the date the trade-in program was launched.

In certain markets within Europe, the Asia-Pacific region, Latin America, the Middle East, and South Africa, the Company sells products and provides services to customers through distributors that specialize in life science products. In most sales through distributors, the product is delivered directly to customers. In cases where the product is delivered to a distributor, revenue

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recognition is deferred until acceptance is received from the distributor, and/or the end-user, if required by the applicable sales contract. The terms of sales transactions through distributors are consistent with the terms of direct sales to customers. These transactions are accounted for in accordance with the Company's revenue recognition policy described herein.

### ***Investments***

We invest in various types of securities, including debt securities in government sponsored entities, corporate debt securities, and U.S. treasury securities. As of January 1, 2012, we have \$886.6 million in short-term investments. In accordance with the accounting standard for fair value measurements, we classify our investments as Level 1, 2 or 3 within the fair value hierarchy. Fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets that we have the ability to access. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs utilize unobservable data points for the asset.

As noted in note "6. Fair Value Measurements" in Part II, Item 8 of this Form 10-K, a majority of our security holdings have been classified as Level 2. These securities have been initially valued at the transaction price and subsequently valued utilizing a third party service provider who assesses the fair value using inputs other than quoted prices that are observable either directly or indirectly, such as, yield curve, volatility factors, credit spreads, default rates, loss severity, current market and contractual prices for the underlying instruments or debt, broker and dealer quotes, as well as other relevant economic measures. We perform certain procedures to corroborate the fair value of these holdings, and in the process, we apply judgments and estimates that if changed, could significantly affect our results of operations.

### ***Allowance for Doubtful Accounts***

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We evaluate the collectibility of our accounts receivable based on a combination of factors. We regularly analyze customer accounts, review the length of time receivables are outstanding, review historical loss rates and assess current economic trends that may impact the level of credit losses in the future. Our gross trade accounts receivables totaled \$177.9 million and the allowance for doubtful accounts was \$4.0 million at January 1, 2012. Our allowance for doubtful accounts has generally been adequate to cover our actual credit losses. However, since we cannot reliably predict future changes in the financial stability of our customers, we may need to increase our reserves if the financial conditions of our customers deteriorate.

### ***Inventory Valuation***

Inventories are stated at lower of cost or market. We record adjustments to inventory for potentially excess, obsolete, or impaired goods in order to state inventory at net realizable value. We must make assumptions about future demand, market conditions, and the release of new products that will supersede old ones. We regularly review inventory for excess and obsolete products and components, taking into account product life cycles, quality issues, historical experience, and usage forecasts. Our gross inventory totaled \$143.3 million and the cumulative adjustment for potentially excess and obsolete inventory was \$14.5 million at January 1, 2012. Historically, our inventory adjustment has been adequate to cover our losses. However, if actual market conditions are less favorable than anticipated, additional inventory adjustments could be required.

### ***Contingencies***

We are subject to legal proceedings primarily related to intellectual property matters. We routinely assess the likelihood of adverse judgments or outcomes to these matters, as well as ranges of probable losses, to the extent losses are reasonably estimable. If losses are probable and reasonably estimable, we will record a liability and an expense for the estimated loss. Disclosure for specific legal contingencies will be provided if the likelihood of occurrence is probable, or reasonably possible, and the exposure is considered material to our consolidated financial statements. Management considers many factors in making determinations of likely outcomes of litigation matters. These factors include, but are not limited to, past history, scientific and other evidence, and the specifics and status of each matter. We may change our estimates if our assessment of the various factors changes, which may result in the recording of an accrual or a change in a previously recorded accrual. Predicting the outcome of claims and litigation, and estimating related costs and exposure involves substantial uncertainties that could cause actual costs to vary materially from estimates and accruals.

### ***Business Combinations***

Under the acquisition method of accounting, we allocate the fair value of the total consideration transferred to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values on the date of

acquisition. The fair values assigned, defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants, are based on estimates and assumptions determined by management. We record the excess consideration over the aggregate fair value of tangible and intangible assets, net of liabilities assumed, as goodwill. These valuations require us to make significant estimates and assumptions, especially with respect to intangible assets.

In connection with certain of our acquisitions, additional contingent consideration is earned by the sellers upon completion of certain future performance milestones. In these cases, a liability is recorded on the acquisition date for an estimate of the acquisition date fair value of the contingent consideration by applying the income approach utilizing variable factors such as anticipated future cash flows, risk-free adjusted discount rates, and nonperformance risk. Any change in the fair value of the contingent consideration subsequent to the acquisition date is recognized in acquisition related (gain) expense, net, a component of operating expenses, in our consolidated statements of income. This method requires significant management judgment, including the probability of achieving certain future milestones and discount rates. Future changes in our estimates could result in expenses or gains.

Management uses a discounted cash flow method to value our acquired intangible assets. This method requires significant management judgment to forecast future operating results and establish residual growth rates and discount factors. The estimates we use to value and amortize intangible assets are consistent with the plans and estimates that we use to manage our business and are based on available historical information and industry estimates and averages. If the subsequent actual results and updated projections of the underlying business activity change compared with the assumptions and projections used to develop these values, we could experience impairment charges. In addition, we have estimated the economic lives of certain acquired assets and these lives are used to calculate depreciation and amortization expense. If our estimates of the economic lives change, depreciation or amortization expenses could be accelerated or slowed.

#### ***Intangible Assets and Other Long-Lived Assets — Impairment Assessments***

We regularly perform reviews to determine if the carrying values of our long-lived assets are impaired. A review of intangible assets that have finite useful lives and other long-lived assets is performed when an event occurs indicating the potential for impairment. If indicators of impairment exist, we assess the recoverability of the affected long-lived assets by determining whether the carrying amount of such assets exceeds the undiscounted expected future cash flows associated with such assets.

In order to estimate the fair value of purchased intangible assets and other long-lived assets that have finite useful lives, we estimate the present value of future cash flows from those assets. The key assumptions that we use in our discounted cash flow model are the amount and timing of estimated future cash flows to be generated by the asset over an extended period of time and a rate of return that considers the relative risk of achieving the cash flows, the time value of money, and other factors that a willing market participant would consider. Significant judgment is required to estimate the amount and timing of future cash flows and the relative risk of achieving those cash flows.

Assumptions and estimates about future values and remaining useful lives are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. For example, if our future operating results do not meet current forecasts or if we experience a sustained decline in our market capitalization that is determined to be indicative of a reduction in fair value of one or more of our reporting units, we may be required to record future impairment charges for purchased intangible assets. Impairment charges could materially decrease our future net income and result in lower asset values on our balance sheet.

#### ***Share-Based Compensation***

We are required to measure and recognize compensation expense for all share-based payments made to employees and directors based on estimated fair value. We estimate the fair value of stock options granted and stock purchases under our employee stock purchase plan using the Black-Scholes-Merton (BSM) option-pricing model. The fair value of our restricted stock units is based on the market price of our common stock on the date of grant.

The determination of fair value of share-based awards using the BSM model requires the use of certain estimates and highly judgmental assumptions that affect the amount of share-based compensation expense recognized in our consolidated statements of income. These include estimates of the expected volatility of our stock price, expected life of an award, expected dividends, and the risk-free interest rate. We determine the volatility of our stock price by equally weighing the historical and implied volatility of our common stock. The historical volatility of our common stock over the most recent period is generally

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commensurate with the estimated expected life of our stock awards, adjusted for the impact of unusual fluctuations not reasonably expected to recur, and other relevant factors. Implied volatility is calculated from the implied market volatility of exchange-traded call options on our 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. We determined expected dividend yield to be 0% given we have never declared or paid any cash dividends on our common stock and we currently do not anticipate paying such cash dividends. The risk-free interest rate is based upon U.S. Treasury securities with remaining terms similar to the expected term of the share-based awards. We amortize the fair value of share-based compensation on a straight-line basis over the requisite service periods of the awards. If any of the assumptions used in the BSM model change significantly, share-based compensation expense may differ materially from what we have recorded in the current period.

### ***Warranties***

We generally provide a one-year warranty on instruments. Additionally, we provide a warranty on consumables through the expiration date, which generally ranges from six to twelve months after the manufacture date. We establish an accrual for estimated warranty expenses based on historical experience as well as anticipated product performance. We periodically review the adequacy of our warranty reserve, and adjust, if necessary, the warranty percentage and accrual based on actual experience and estimated costs to be incurred. If our estimates of warranty obligation change or if actual product performance is below our expectations we may incur additional warranty expense.

### ***Cease-Use Loss upon Exit of Facility***

In 2011, we relocated our headquarters to a new facility in San Diego, California, and recorded headquarter relocation expense of \$41.8 million, which included a cease-use loss of \$23.6 million recorded upon vacating certain buildings of our prior headquarter facility. The lease on our prior headquarter facility expires in 2023. The cease-use loss is calculated as the present value of the remaining lease obligation offset by estimated sublease rental receipts during the remaining lease period, adjusted for deferred items and leasehold improvements. In calculating the cease-use loss, management is required to make significant judgments to estimate the present value of future cash flows from the assumed sublease. The key assumptions that we use in our discounted cash flow model include the amount and timing of estimated sublease rental receipts, and the risk-adjusted discount rate. These assumptions are subjective in nature and the actual future cash flows could differ from our estimates, resulting in significant adjustments to the cease-use loss recorded or to be recorded.

### ***Income Taxes***

Our provision for income taxes, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect our best assessment of estimated future taxes to be paid. Significant judgments and estimates based on interpretations of existing tax laws or regulations in the United States and the numerous foreign jurisdictions where we are subject to income tax are required in determining our provision for income taxes. Changes in tax laws, statutory tax rates, and estimates of the company's future taxable income could impact the deferred tax assets and liabilities provided for in the consolidated financial statements and would require an adjustment to the provision for income taxes.

Deferred tax assets are regularly assessed to determine the likelihood they will be recovered from future taxable income. A valuation allowance is established when we believe it is more likely than not the future realization of all or some of a deferred tax asset will not be achieved. In evaluating our ability to recover deferred tax assets within the jurisdiction which they arise, we consider all available positive and negative evidence. Factors reviewed include the cumulative pre-tax book income for the past three years, scheduled reversals of deferred tax liabilities, our history of earnings and reliability of our forecasts, projections of pre-tax book income over the foreseeable future, and the impact of any feasible and prudent tax planning strategies. Based on the available evidence as of January 1, 2012, we were not able to conclude it is more likely than not certain U.S. deferred tax assets will be realized. Therefore, we recorded a valuation allowance of \$1.8 million against certain U.S. deferred tax assets.

We recognize the impact of a tax position in our financial statements only if that position is more likely than not of being sustained upon examination by taxing authorities, based on the technical merits of the position. Tax authorities regularly examine our returns in the jurisdictions in which we do business and we regularly assess the tax risk of the company's return filing positions. Due to the complexity of some of the uncertainties, the ultimate resolution may result in payments that are materially different from our current estimate of the tax liability. These differences, as well as any interest and penalties, will be reflected in the provision for income taxes in the period in which they are determined.

## **ITEM 7A. *Quantitative and Qualitative Disclosures about Market Risk.***

### ***Interest Rate Sensitivity***

Our investment portfolio is exposed to market risk from changes in interest rates. The fair market value of fixed rate securities may be adversely impacted by fluctuations in interest rates while income earned on floating rate securities may decline as a result of decreases in interest rates. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes. We attempt to ensure the safety and preservation of our invested principal funds by limiting default risk, market risk, and reinvestment risk. We mitigate default risk by investing in investment grade securities. We have historically maintained a relatively short average maturity for our investment portfolio, and we believe a hypothetical 100 basis point adverse move in interest rates along the entire interest rate yield curve would not materially affect the fair value of our interest sensitive financial instruments. In addition, if a 100 basis point change in overall interest rates were to occur in 2012, our interest income would change by approximately \$11.9 million in relation to amounts we would expect to earn, based on our cash, cash equivalents, and short-term investments as of January 2, 2011.

Changes in interest rates may also impact gains or losses from the conversion of our outstanding convertible senior notes. During 2011, we issued \$920 million in aggregate principal amount of our 0.25% convertible senior notes due 2016. At our election, the notes are convertible into cash, shares of our common stock, or a combination of cash and shares of our common stock in each case under certain circumstances, including trading price conditions related to our common stock. If the trading price of our common stock reaches a price for a sustained period at 130% above the conversion price of \$83.55, the notes will become convertible. Upon conversion, we are required to record a gain or loss for the difference between the fair value of the debt to be extinguished and its corresponding net carrying value. The fair value of the debt to be extinguished depends on our then-current incremental borrowing rate. If our incremental borrowing rate at the time of conversion is higher or lower than the implied interest rate of the notes, we will record a gain or loss in our consolidated statement of income during the period in which the notes are converted. The implicit interest rate for the notes is 4.5%. An incremental borrowing rate that is a hypothetical 100 basis points lower than the implicit interest rate upon conversion of \$100 million aggregate principal amount of the notes would result in a loss of approximately \$4.0 million.

### ***Market Price Sensitive Instruments***

In order to reduce potential equity dilution, in connection with the issuance (and potential conversion) of our 0.625% convertible senior notes due 2014, we entered into convertible note hedge transactions, entitling us to purchase up to 18,322,320 shares of our common stock at a strike price of \$21.83 per share, subject to adjustment. In addition, we sold to the hedge transaction counterparties warrants exercisable on a net-share basis, for up to 18,322,320 shares of our common stock at a strike price of \$31.435 per share, subject to adjustment. The anti-dilutive effect of the note hedge transactions, if any, could be partially or fully offset to the extent the trading price of our common stock exceeds the strike price of the warrants on the exercise dates of the warrants, which occur during 2014, assuming the warrants are exercised.

### ***Foreign Currency Exchange Risk***

We conduct a portion of our business in currencies other than the company's U.S. dollar functional currency. These transactions give rise to monetary assets and liabilities that are denominated in currencies other than the U.S. dollar. The value of these monetary assets and liabilities are subject to changes in currency exchange rates from the time the transactions are originated until settlement in cash. Our foreign currency exposures are primarily concentrated in the Euro, Yen, British pound sterling, Australian dollar, and Singapore dollar. Both realized and unrealized gains or losses on the value of these monetary assets and liabilities are included in the determination of net income. We recorded an immaterial net currency exchange loss for the fiscal year ended January 1, 2012, and a gain of \$1.0 million for the fiscal year ended January 2, 2011 on business transactions, net of hedging transactions, which are included in other (expense) income, net, in our consolidated statements of income.

We use forward exchange contracts to manage a portion of the foreign currency exposure risk for foreign subsidiaries with monetary assets and liabilities denominated in currencies other than the U.S. dollar. We only use derivative financial instruments to reduce foreign currency exchange rate risks; we do not hold any derivative financial instruments for trading or speculative purposes. We primarily use forward exchange contracts to hedge foreign currency exposures, and they generally have terms of one month or less. Realized and unrealized gains or losses on the value of financial contracts entered into to hedge the exchange rate exposure of these monetary assets and liabilities are also included in the determination of net income, as they have not been designated for hedge accounting. These contracts, which settle monthly, effectively fix the exchange rate at which these specific monetary assets and liabilities will be settled, so that gains or losses on the forward contracts offset the losses or gains from changes in the value of the underlying monetary assets and liabilities. At January 1, 2012, we had \$25.5 million of foreign currency forward contracts outstanding to hedge foreign currency risk.

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ITEM 8. *Financial Statements and Supplementary Data.*

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of  
Illumina, Inc.

We have audited the accompanying consolidated balance sheets of Illumina, Inc. as of January 1, 2012 and January 2, 2011 , and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three fiscal years in the period ended January 1, 2012 . Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Illumina, Inc. at January 1, 2012 and January 2, 2011 , and the consolidated results of its operations and its cash flows for each of the three fiscal years in the period ended January 1, 2012 , in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Illumina, Inc.'s internal control over financial reporting as of January 1, 2012 , based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2012 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Diego, California  
February 23, 2012

**ILLUMINA, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>January 1, 2012</b>	<b>January 2, 2011</b>
<b>(In thousands)</b>		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 302,978	\$ 248,947
Short-term investments	886,590	645,342
Accounts receivable, net	173,886	165,598
Inventory, net	128,781	142,211
Deferred tax assets, current portion	23,188	19,378
Prepaid expenses and other current assets	29,196	36,922
Total current assets	1,544,619	1,258,398
Property and equipment, net	143,483	129,874
Goodwill	321,853	278,206
Intangible assets, net	106,475	91,462
Deferred tax assets, long-term portion	19,675	39,497
Other assets	59,735	41,676
Total assets	\$2,195,840	\$1,839,113
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 49,806	\$ 66,744
Accrued liabilities	187,774	156,164
Long-term debt, current portion	—	311,609
Total current liabilities	237,580	534,517
Long-term debt	807,369	—
Other long-term liabilities	69,954	28,531
Commitments and contingencies		
Conversion option subject to cash settlement	5,722	78,390
Stockholders' equity:		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, no shares issued at January 1, 2012 and January 2, 2011	—	—
Common stock, \$0.01 par value, 320,000,000 shares authorized, 166,707,208 shares issued at January 1, 2012, 151,512,837 shares issued at January 2, 2011	1,668	1,516
Additional paid-in capital	2,249,900	1,891,288
Accumulated other comprehensive income	2,117	1,765
Accumulated deficit	(68,707)	(155,335)
Treasury stock, at cost (44,664,972 shares at January 1, 2012 and 24,904,564 shares at January 2, 2011)	(1,109,763)	(541,559)
Total stockholders' equity	1,075,215	1,197,675
Total liabilities and stockholders' equity	\$2,195,840	\$1,839,113

See accompanying notes to consolidated financial statements

**ILLUMINA, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
(In thousands, except per share amounts)			
<b>Revenue:</b>			
Product revenue	\$ 987,280	\$ 842,510	\$ 627,240
Service and other revenue	68,255	60,231	39,084
Total revenue	1,055,535	902,741	666,324
<b>Cost of revenue:</b>			
Cost of product revenue	308,228	271,997	190,714
Cost of service and other revenue	26,118	21,399	15,055
Amortization of acquired intangible assets	12,091	7,805	6,680
Total cost of revenue	346,437	301,201	212,449
Gross profit	709,098	601,540	453,875
<b>Operating expense:</b>			
Research and development	196,913	177,947	140,616
Selling, general and administrative	261,843	220,454	176,337
Headquarter relocation expense	41,826	—	—
Restructuring charges	8,136	—	—
Acquisition related expense (gain), net	919	(8,515)	11,325
Total operating expense	509,637	389,886	328,278
Income from operations	199,461	211,654	125,597
<b>Other income (expense):</b>			
Interest income	7,052	8,378	11,029
Interest expense	(34,790)	(24,598)	(23,718)
Other (expense) income, net	(38,678)	(10,055)	1,217
Total other expense, net	(66,416)	(26,275)	(11,472)
Income before income taxes	133,045	185,379	114,125
Provision for income taxes	46,417	60,488	41,844
Net income	\$ 86,628	\$ 124,891	\$ 72,281
Net income per basic share	\$ 0.70	\$ 1.01	\$ 0.59
Net income per diluted share	\$ 0.62	\$ 0.87	\$ 0.53
Shares used in calculating basic net income per share	123,399	123,581	123,154
Shares used in calculating diluted net income per share	138,937	143,433	137,096

See accompanying notes to consolidated financial statements

**ILLUMINA, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common Stock		Additional	Accumulated Other		Treasury Stock		Total
	Shares	Amount	Paid-In Capital	Comprehensive Income	Accumulated Deficit	Shares	Amount	Stockholders' Equity
	(In thousands)							
Balance as of December 28, 2008	138,937	\$ 1,389	\$1,469,770	\$ 2,422	\$ (352,507)	(17,928)	\$ (322,407)	\$ 798,667
Components of comprehensive income:								
Net income	—	—	—	—	72,281	—	—	72,281
Unrealized gain on available-for-sale securities, net of deferred tax	—	—	—	408	—	—	—	408
Comprehensive income								72,689
Issuance of common stock, net of repurchases	4,523	46	46,909	—	—	(6,140)	(175,136)	(128,181)
Share-based compensation	—	—	60,813	—	—	—	—	60,813
Incremental tax benefit related to stock options exercised	—	—	39,319	—	—	—	—	39,319
Remeasurement of convertible debt	84	1	20,940	—	—	—	—	20,941
Balance as of January 3, 2010	143,544	1,436	1,637,751	2,830	(280,226)	(24,068)	(497,543)	864,248
Components of comprehensive income:								
Net income	—	—	—	—	124,891	—	—	124,891
Unrealized loss on available-for-sale securities, net of deferred tax	—	—	—	(1,065)	—	—	—	(1,065)
Comprehensive income								123,826
Issuance of common stock, net of repurchases	7,969	80	117,965	—	—	(836)	(44,016)	74,029
Share-based compensation	—	—	71,725	—	—	—	—	71,725
Incremental tax benefit related to stock options exercised	—	—	42,445	—	—	—	—	42,445
Reclassification of conversion option subject to cash settlement	—	—	21,402	—	—	—	—	21,402
Balance as of January 2, 2011	151,513	1,516	1,891,288	1,765	(155,335)	(24,904)	(541,559)	1,197,675
Components of comprehensive income:								
Net income	—	—	—	—	86,628	—	—	86,628
Unrealized gain on available-for-sale securities, net of deferred tax	—	—	—	352	—	—	—	352
Comprehensive income								86,980
Issuance of common stock, net of repurchases	15,194	152	104,268	—	—	(19,990)	(572,207)	(467,787)
Convertible note, equity portion, net of tax and issuance costs	—	—	155,366	—	—	—	—	155,366
Tax impact from the issuance of convertible debt	—	—	(59,427)	—	—	—	—	(59,427)
Tax benefit related to conversions of convertible debt	—	—	11,409	—	—	—	—	11,409
Reclassification of conversion option subject to cash settlement	—	—	7,667	—	—	—	—	7,667
Share-based compensation	—	—	92,153	—	—	—	—	92,153
Net incremental tax benefit related to stock options exercised	—	—	43,122	—	—	—	—	43,122
Equity based contingent compensation	—	—	3,457	—	—	—	—	3,457
Issuance of treasury stock	—	—	597	—	—	229	4,003	4,600
Balance as of January 1, 2012	166,707	\$ 1,668	\$2,249,900	\$ 2,117	\$ (68,707)	(44,665)	\$(1,109,763)	\$ 1,075,215

See accompanying notes to consolidated financial statements

**ILLUMINA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net income	\$ 86,628	\$ 124,891	\$ 72,281
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation expense	55,575	34,204	24,504
Amortization of acquired intangible assets	12,689	7,805	6,680
Share-based compensation expense	92,092	71,645	60,811
Accretion of debt discount	32,173	21,407	20,286
Loss on extinguishment of debt	37,611	—	—
Cease-use loss	23,638	—	—
Contingent compensation expense	3,457	—	—
Incremental tax benefit related to stock options exercised	(46,354)	(42,445)	(39,319)
Deferred income taxes	19,227	48,696	29,704
Change in fair value of contingent consideration	(4,500)	(10,376)	—
Impairment of cost-method investment	—	13,223	—
Acquired in-process research and development	—	1,325	11,325
Other non-cash adjustments	8,872	4,325	1,721
Changes in operating assets and liabilities:			
Accounts receivable	(7,011)	(7,844)	(18,578)
Inventory	22,152	(48,583)	(20,557)
Prepaid expenses and other current assets	(2,016)	2,554	(3,429)
Other assets	(4,004)	(3,566)	(2,670)
Accounts payable	(21,097)	23,150	11,778
Accrued liabilities	42,955	32,028	19,997
Other long-term liabilities	8,058	(113)	814
Unrealized gain (loss) on foreign exchange	(2,005)	247	(3,157)
Net cash provided by operating activities	<u>358,140</u>	<u>272,573</u>	<u>172,191</u>
<b>Cash flows from investing activities:</b>			
Purchases of available-for-sale securities	(1,310,269)	(846,208)	(694,487)
Sales of available-for-sale securities	900,884	539,161	310,226
Maturities of available-for-sale securities	160,007	149,450	203,990
Sales and maturities of trading securities	—	54,900	1,000
Net cash paid for acquisitions	(58,302)	(98,211)	(1,325)
Purchases of strategic investments	(13,769)	(27,677)	(19,900)
Purchases of property and equipment	(77,800)	(49,818)	(52,673)
Cash paid for intangible assets	(1,750)	(6,650)	(3,400)
Net cash used in investing activities	<u>(400,999)</u>	<u>(285,053)</u>	<u>(256,569)</u>
<b>Cash flows from financing activities:</b>			
Payments on current portion of long-term debt	(349,874)	—	(10,000)
Proceeds from issuance of convertible notes	903,492	—	—
Incremental tax benefit related to stock options exercised	46,354	42,445	39,319
Common stock repurchases	(570,406)	(44,016)	(175,136)
Proceeds from the exercise of warrants	5,512	16,029	7,576
Proceeds from issuance of common stock	61,938	102,016	39,379
Net cash provided by (used in) financing activities	<u>97,016</u>	<u>116,474</u>	<u>(98,862)</u>

Effect of exchange rate changes on cash and cash equivalents	(126)	320	849
Net increase (decrease) in cash and cash equivalents	54,031	104,314	(182,391)
Cash and cash equivalents at beginning of year	248,947	144,633	327,024
Cash and cash equivalents at end of year	\$ 302,978	\$ 248,947	\$ 144,633
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 2,481	\$ 2,437	\$ 2,437
Cash paid for income taxes	\$ 9,806	\$ 31,566	\$ 10,361

See accompanying notes to consolidated financial statements

ILLUMINA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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. Organization and Summary of Significant Accounting Policies**

***Organization and Business***

Illumina, Inc. (the Company) is a leading developer, manufacturer, and marketer of life science tools and integrated systems for the analysis of genetic variation and biological function. Using the Company's proprietary technologies, Illumina provides a comprehensive line of genetic analysis solutions, with products and services that serve a broad range of highly interconnected markets, including sequencing, genotyping, gene expression, and molecular diagnostics. The Company's customers include leading genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agrigenomics, and consumer genomics companies.

***Basis of Presentation***

The consolidated financial statements of the Company have been prepared in conformity with U.S. generally accepted accounting principles and include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

***Fiscal Year***

The Company's fiscal year is 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, September 30, and December 31. The years ended January 1, 2012, January 2, 2011, and January 3, 2010 were 52, 52 and 53 weeks, respectively.

***Use of Estimates***

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

***Segment Information***

The Company is organized in two operating segments for purposes of recording and reporting our financial results: Life Sciences and Diagnostics. The Life Sciences operating segment includes all products and services related to the research market, namely the product lines based on the Company's sequencing, BeadArray, VeraCode, and real-time polymerase chain reaction (PCR) technologies. The Diagnostics operating segment focuses on the emerging opportunity in molecular diagnostics. During all periods presented, the Diagnostics operating segment had limited activity. Accordingly, the Company's operating results for both segments are reported on an aggregate basis as one reportable segment. The Company will begin reporting in two reportable segments once revenues, operating profit or loss, or assets of the Diagnostics operating segment exceeds 10% of the consolidated amounts.

***Acquisitions***

The Company measures all assets acquired and liabilities assumed, including contingent considerations and all contractual contingencies, at fair value as of the acquisition date. In addition, the Company capitalizes in-process research and development (IPR&D) and either amortizes it over the life of the product upon commercialization, or writes it off if the project is abandoned or impaired. Post-acquisition adjustments related to business combination deferred tax asset valuation allowances and liabilities for uncertain tax positions are recorded in current period income tax expense. Contingent purchase considerations are remeasured to estimated fair value at each reporting period with the change in fair value recorded in acquisition related (gain) expense, net, a component of operating expenses.

***Cash Equivalents and Short-Term Investments***

Cash equivalents are comprised of short-term, highly liquid investments with maturities of 90 days or less at the date of

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

purchase.

Short-term investments consist of U.S. Treasury, U.S. government agency securities, and corporate debt securities. Management classifies short-term investments as available-for-sale at the time of purchase and reevaluates such classification as of each balance sheet date. All short-term investments are recorded at estimated fair value. Unrealized gains and losses for available-for-sale securities are included in accumulated other comprehensive income, a component of stockholders' equity. The Company evaluates its investments to assess whether those with unrealized loss positions are other than temporarily impaired. Impairments are considered to be other than temporary if they are related to deterioration in credit risk or if it is likely that the Company will sell the securities before the recovery of their cost basis. Realized gains and losses and declines in value judged to be other than temporary are determined based on the specific identification method and are reported in other (expense) income, net in the consolidated statements of income.

***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 carrying amounts of financial instruments such as cash and cash equivalents, accounts receivable, prepaid expenses and other current assets, accounts payable, and accrued liabilities, excluding acquisition related contingent consideration liabilities, approximate the related fair values due to the short-term maturities of these instruments.

***Accounts Receivable***

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. The Company considers receivables past due based on the contractual payment terms. The Company reviews its exposure to accounts receivable and reserves specific amounts if collectibility is no longer reasonably assured. The Company also reserves a percentage of its trade receivable balance based on collection history and current economic trends that might impact the level of future credit losses. The Company re-evaluates such reserves on a regular basis and adjusts its reserves as needed.

***Concentrations of Risk***

The Company operates in markets that are highly competitive and rapidly changing. Significant technological changes, shifting customer needs, the emergence of competitive products or services with new capabilities, and other factors could negatively impact the Company's operating results. A significant portion of the Company's customers consist of university and research institutions that management believes are, to some degree, directly or indirectly supported by the United States Government. A significant change in current research funding, particularly with respect to the National Institutes of Health, could have a material adverse impact on the Company's future revenues and results of operations.

The Company is also subject to risks related to its financial instruments including its cash and cash equivalents, investments, and accounts receivable. Most of the Company's cash and cash equivalents as of January 1, 2012 were deposited with financial institutions in the United States. The Company's investment policy restricts the amount of credit exposure to any one issuer to 5% of the portfolio at the time of purchase and to any one industry sector, as defined by Bloomberg classifications, to 25% of the portfolio at the time of purchase. There is no limit to the percentage of the portfolio that may be maintained in U.S. treasury obligations, U.S. government agency securities, and money market funds.

The Company's products require customized components that currently are available from a limited number of sources. The Company obtains certain key components included in its products from single vendors.

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The Company performs a regular review of customer activity and associated credit risks and do not require collateral or enter into netting arrangements. Shipments to customers outside the United States comprised 50%, 45%, and 48% of the Company's revenue for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. Customers outside the United States represented 52% and 59% of the Company's gross trade accounts receivable balance as of January 1, 2012 and January 2, 2011, respectively. Sales to territories outside of the United States may be denominated in U.S. dollars or in the local currency.

International sales entail a variety of risks, including currency exchange fluctuations, longer payment cycles, and greater difficulty in accounts receivable collection. The Company is also subject to general geopolitical risks, such as political, social and economic instability, and changes in diplomatic and trade relations. The risks of international sales are mitigated in part by the extent to which sales are geographically distributed. The Company has historically not experienced significant credit losses from investments and accounts receivable. Approximately 20% of the Company's revenue is derived from European countries other than the United Kingdom. As the credit and economic conditions in certain southern European countries continue to deteriorate, the Company regularly reviews its accounts receivable outstanding in these countries and assesses the allowance for doubtful accounts accordingly. As of January 1, 2012, non-current accounts receivables from these countries accounted for approximately 3% of the Company's accounts receivable balance, and the Company has not experienced significant difficulties in collecting on the accounts receivable outstanding in these countries.

***Inventory***

Inventory is stated at the lower of cost (on a first in, first out basis) or market. Inventory includes raw materials and finished goods that may be used in the research and development process and such items are expensed as consumed or expired. Provisions for slow moving, excess, and obsolete inventories are estimated based on product life cycles, quality issues, historical experience, and usage forecasts.

***Property and Equipment***

Property and equipment are stated at cost, subject to review of impairment, and depreciated over the estimated useful lives of the assets (generally three to seven years) using the straight-line method. Amortization of leasehold improvements is computed over the shorter of the lease term or the estimated useful life of the related assets. Maintenance and repairs are charged to operations as incurred. When assets are sold, or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is included in operating expense.

***Goodwill, Intangible Assets and Other Long-Lived Assets***

Goodwill represents the excess of cost over fair value of net assets acquired. The change in the carrying value of goodwill during the year ended January 1, 2012 was due to goodwill recorded in connection with the Company's acquisition of Epicentre Technologies Corporation (Epicentre) in January 2011.

The Company's identifiable intangible assets are comprised primarily of IPR&D, licensed technology, acquired core technologies, customer relationships, trade names, and license agreements. Except IPR&D, the cost of all identifiable intangible assets is amortized on a straight-line basis over their respective useful lives. The Company regularly performs reviews to determine if the carrying values of its long-lived assets are impaired. A review of intangible assets that have finite useful lives and other long-lived assets is performed when an event occurs indicating the potential for impairment. If indicators of impairment exist, the Company assesses the recoverability of the affected long-lived assets by determining whether the carrying amount of such assets exceeds the undiscounted expected future cash flows associated with such assets. If impairment is indicated, the Company compares the carrying amount to the estimated fair value of the affected assets and adjusts the value of such assets accordingly. Factors that would indicate potential impairment include a significant decline in the Company's stock price and market capitalization compared to its net book value, significant changes in the ability of a particular asset to generate positive cash flows, and significant changes in the Company's strategic business objectives and utilization of a particular asset. The Company performed quarterly reviews of its long-lived assets and noted no indications of impairment for the year ended January 1, 2012.

Goodwill and IPR&D, which have indefinite useful lives, are reviewed for impairment at least annually during the second fiscal quarter, or more frequently if an event occurs indicating the potential for impairment. The performance of the goodwill impairment test is a two-step process. The first step of the impairment test involves comparing the estimated fair value of the

ILLUMINA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

reporting unit with its carrying value, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, the Company performs the second step of the goodwill impairment test to determine the amount of loss, which involves comparing the implied fair value of the goodwill with the carrying value of the goodwill. The Company performed its annual impairment test of goodwill in the second fiscal quarter of 2011, noting no impairment. In its impairment test, the Company concluded that it has a single reporting unit and that its fair value exceeded its book value, using market capitalization as a reference for the Company's fair value. Therefore, the first step recoverability test was passed and the second step analysis was not required.

The IPR&D impairment test requires the Company to assess the fair value of the asset as compared to its carrying value, and if the carrying value exceeds the fair value, record an impairment charge. The Company performed its annual impairment test of its IPR&D in the second fiscal quarter of 2011, noting no impairment. In addition, in connection of our restructuring plan executed in the fourth quarter of 2011, the Company identified certain impairment indicators related to its IPR&D asset, and performed another impairment test as of January 1, 2012, noting no impairment. In its impairment test, the Company assessed the fair value of IPR&D using an income approach, taking into consideration various factors such as future revenue contributions, additional research and development costs to be incurred, and contributory asset charges. The rate used to discount net future cash flows to their present values was based on a risk-adjusted rate of return.

***Reserve for Product Warranties***

The Company generally provides a one-year warranty on instruments. Additionally, the Company provides a warranty on its consumables through the expiration date, which generally ranges from six to twelve months after the manufacture date. The Company establishes an accrual for estimated warranty expenses based on historical experience as well as anticipated product performance. The Company periodically reviews the adequacy of its warranty reserve, and adjusts, if necessary, the warranty percentage and accrual based on actual experience and estimated costs to be incurred. Warranty expense is recorded as a component of cost of product revenue. Warranty expenses associated with extended maintenance contracts for systems are recorded as cost of service and other revenue as incurred.

***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 primarily consists of revenue received for performing genotyping and sequencing services, instrument service contract 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 transfer of title to the customer, provided that 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 or services. These products 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

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

price for the deliverable.

In order to establish VSOE of selling price, the Company must regularly sell the product 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 are 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 coupled with an assessment of current 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.

In the first quarter of 2010, the Company offered an incentive with the launch of the HiSeq 2000 that enabled existing Genome Analyzer customers to trade in their Genome Analyzer and receive a discount on the purchase of a HiSeq 2000. The incentive was limited to customers who had purchased a Genome Analyzer as of the date of the announcement and was the first significant trade-in program offered by the Company. The Genome Analyzer trade-in program was completed in 2011. The Company accounted for HiSeq 2000 discounts related to the Genome Analyzer trade-in program as reductions to revenue upon recognition of the HiSeq 2000 sales revenue, which is later than the date the trade-in program was launched.

In certain markets within Europe, the Asia-Pacific region, Latin America, the Middle East, and South Africa the Company sells products and provides services to customers through distributors that specialize in life science products. In most sales through distributors, the product is delivered directly to customers. In cases where the product is delivered to a distributor, revenue recognition is deferred until acceptance is received from the distributor, and/or the end-user, if required by the applicable sales contract. The terms of sales transactions through distributors are consistent with the terms of direct sales to customers. These transactions are accounted for in accordance with the Company's revenue recognition policy described herein.

***Shipping and Handling Expenses***

Shipping and handling expenses are included in cost of product revenue.

***Research and Development***

Research and development expenses consist of costs incurred for internal and grant-sponsored research and development. Research and development expenses include personnel expenses, contractor fees, facilities costs, and utilities. Expenditures relating to research and development are expensed in the period incurred.

***Advertising Costs***

The Company expenses advertising costs as incurred. Advertising costs were \$6.8 million, \$6.9 million, and \$4.2 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively.

***Leases***

Leases are reviewed and classified as capital or operating at their inception. For leases that contain rent escalations, the Company records rent expense on a straight-line basis over the term of the lease, which includes the construction build-out period and lease extension periods, if appropriate. The difference between rent payments and straight-line rent expense is recorded as deferred rent in accrued liabilities and other long-term liabilities. Landlord allowances are amortized on a straight-line basis over the lease term as a reduction to rent expense. The Company capitalizes leasehold improvements and amortizes them over the shorter of the lease term or their expected useful lives.

During the year ended January 1, 2012, the Company substantially moved its headquarters to another facility in San Diego, California, and recorded headquarter relocation expense of \$41.8 million, which primarily consisted of accelerated depreciation expense, impairment of assets, additional rent expense during the transition period when both the new and former headquarter facilities are occupied, moving expenses, and a cease-use loss. The Company recorded accelerated depreciation expense for leasehold improvements at its former headquarter facility based on the reassessed useful lives of less than a year. The Company recorded the cease-use loss and a corresponding facility exit obligation upon vacating certain buildings of its

ILLUMINA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

former headquarters, calculated as the present value of the remaining lease obligation offset by estimated sublease rental receipts during the remaining lease period, adjusted for deferred items and estimated lease incentives. The key assumptions used in the calculation include the amount and timing of estimated sublease rental receipts, and the risk-adjusted discount rate. Over the course of the remaining lease term of the former facility, the Company will record additional headquarter relocation expenses due to additional cease-use loss to be recorded upon exit of additional buildings, the accretion on the facility exit obligation and adjustments that may arise from change in estimates for the sublease rental receipts.

***Restructuring Charges***

During the fourth quarter of the year ended January 1, 2012, the Company announced and executed a restructuring plan, to reduce the Company's workforce and to consolidate certain facilities. The Company measured and accrued the liabilities associated with employee separation costs at fair value as of the date the plan was announced and terminations are communicated to employees, which primarily included severance pay and other separation costs such as outplacement services and benefits. The Company will measure and accrue the facilities exit costs at fair value upon its exit. Facilities exit costs will primarily consist of cease-use losses to be recorded upon vacating the facilities, asset impairment, and accelerated depreciation expenses.

The fair value measurement of restructuring related liabilities requires certain assumptions and estimates to be made by the Company, such as the retention period of certain employees, the timing and amount of sublease income on properties to be vacated, and the operating costs to be paid until lease termination. It is the Company's policy to use the best estimates based on facts and circumstances available at the time of measurement, review the assumptions and estimates periodically, and adjust the liabilities when necessary.

***Income Taxes***

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and credit carryforwards. Deferred tax assets and liabilities are determined using the enacted tax rates in effect for the years in which those tax assets are expected to be realized. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the provision for income taxes in the period that includes the enactment date.

Deferred tax assets are regularly assessed to determine the likelihood they will be recovered from future taxable income. A valuation allowance is established when the Company believes it is more likely than not the future realization of all or some of a deferred tax asset will not be achieved. In evaluating the ability to recover deferred tax assets within the jurisdiction which they arise the Company considers all available positive and negative evidence. Factors reviewed include the cumulative pre-tax book income for the past three years, scheduled reversals of deferred tax liabilities, history of earnings and reliable forecasting, projections of pre-tax book income over the foreseeable future, and the impact of any feasible and prudent tax planning strategies.

The Company recognizes excess tax benefits associated with share-based compensation to stockholders' equity only when realized. When assessing whether excess tax benefits relating to share-based compensation have been realized, the Company follows the with-and-without approach excluding any indirect effects of the excess tax deductions. Under this approach, excess tax benefits related to share-based compensation are not deemed to be realized until after the utilization of all other tax benefits available to the Company.

The Company recognizes the impact of a tax position in the financial statements only if that position is more likely than not of being sustained upon examination by taxing authorities, based on the technical merits of the position. Any interest and penalties related to uncertain tax positions will be reflected in income tax expense.

***Functional Currency***

The U.S. dollar has been determined to be the functional currency of the Company's international operations. The Company remeasures its foreign subsidiaries' assets and liabilities and revenue and expense accounts related to monetary assets and liabilities to the U.S. dollar and records the net gains or losses resulting from remeasurement in other (expense) income, net in the consolidated statements of income. The remeasurement resulted in an immaterial loss in the year ended January 1, 2012, an immaterial gain in the year ended January 2, 2011, and a loss of \$2.3 million for the year ended January 3, 2010,

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

respectively.

***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 U.S. dollar. These foreign exchange contracts are carried at fair value and are not designated as hedging instruments. Changes in the value of the derivative are recognized in other (expense) income, net, in the consolidated statements of income for the current period, along with an offsetting remeasurement gain or loss on the underlying foreign currency denominated assets or liabilities.

As of January 1, 2012, the Company had foreign exchange forward contracts in place to hedge exposures in the euro, Japanese yen, and Australian dollar. As of January 1, 2012 and January 2, 2011, the total notional amount of outstanding forward contracts in place for foreign currency purchases was \$25.5 million and \$20.0 million, respectively. Gains and losses related to the non-designated foreign exchange forward contracts for the years ended January 1, 2012, January 2, 2011, and January 3, 2010 were immaterial.

***Share-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 term of an award, expected dividends, and the risk-free interest rates. The Company determines the expected 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 term of the Company's stock awards, 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 term of an award is based on historical forfeiture experience, exercise activity, and on the terms and conditions of the stock awards. The fair value of restricted stock units granted is based on the market price of our common stock on the date of grant. The Company recognizes the fair value of share-based compensation on a straight-line basis over the requisite service periods of the awards.

***Net Income per Share***

Basic net income per share is computed by dividing net income 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 calculated using the treasury stock method. Diluted net income per share reflects the potential dilution from outstanding stock options, restricted stock units, ESPP, warrants, shares subject to forfeiture, and convertible senior notes. Under the treasury stock method, convertible senior notes will have a dilutive impact when the average market price of the Company's common stock is above the applicable conversion price of the respective notes. In addition, the following amounts are assumed to be used to repurchase shares: the amount that must be paid to exercise stock options and warrants and purchase shares under the ESPP; the amount of compensation expense for future services that the Company has not yet recognized for stock options, restricted stock units, ESPP, and shares subject to forfeiture; and the amount of tax benefits that will be recorded in additional paid-in capital when the expenses related to respective awards become deductible.

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

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
Weighted average shares outstanding	123,399	123,581	123,154
Effect of dilutive Convertible Senior Notes	3,783	9,058	6,497
Effect of dilutive equity awards	4,703	4,674	4,335
Effect of dilutive warrants sold in connection with the Convertible Senior Notes	7,052	5,317	1,566
Effect of dilutive warrants assumed in a prior acquisition	—	803	1,544
Weighted-average shares used in calculating diluted net income per share	138,937	143,433	137,096
Weighted average shares excluded from calculation due to anti-dilutive effect	2,418	1,934	924

***Accumulated Other Comprehensive Income***

Comprehensive income is comprised of net income and other comprehensive income. The Company has disclosed comprehensive income as a component of stockholders' equity. Accumulated other comprehensive income on the consolidated balance sheets at January 1, 2012 and January 2, 2011 includes accumulated foreign currency translation adjustments and unrealized gains and losses on the Company's available-for-sale securities.

The components of accumulated other comprehensive income are as follows (in thousands):

	January 1, 2012	January 2, 2011
Foreign currency translation adjustments	\$ 1,289	\$ 1,338
Unrealized gain on available-for-sale securities, net of deferred tax	828	427
Total accumulated other comprehensive income	\$ 2,117	\$ 1,765

**2. Balance Sheet Account Details**

***Investments***

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

	January 1, 2012				January 2, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities:								
Debt securities in government sponsored entities	\$ 393,759	\$ 428	\$ (148)	\$ 394,039	\$ 261,890	\$ 106	\$ (299)	\$ 261,697
Corporate debt securities	432,550	1,293	(461)	433,382	329,823	1,170	(235)	330,758
U.S. treasury securities	58,955	214	—	59,169	52,938	70	(121)	52,887
Total available-for-sale securities	\$ 885,264	\$ 1,935	\$ (609)	\$ 886,590	\$ 644,651	\$ 1,346	\$ (655)	\$ 645,342

***Available-For-Sale Securities***

As of January 1, 2012 the Company had 107 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 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 as of January 1, 2012 and January 2, 2011 aggregated by investment category (in thousands):

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	January 1, 2012		January 2, 2011	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Debt securities in government sponsored entities	\$ 133,904	\$ (148)	\$ 127,756	\$ (299)
Corporate debt securities	138,326	(461)	92,199	(235)
U.S. treasury securities	—	—	13,490	(121)
Total	\$ 272,230	\$ (609)	\$ 233,445	\$ (655)

Realized gains and losses are determined based on the specific identification method and are reported in interest income in the consolidated statements of income. For the year ended January 1, 2012, gross realized gains on sales of available-for sale securities were \$1.4 million and gross realized losses were immaterial. Gross realized gains and losses on sales of available-for-sale securities were immaterial for each of the years ended January 1, 2012 and January 3, 2010.

Contractual maturities of available-for-sale debt securities as of January 1, 2012 were as follows (in thousands):

	Estimated Fair Value
Due within one year	\$ 268,355
After one but within five years	618,235
Total	\$ 886,590

*Cost-Method Investments*

As of January 1, 2012 and January 2, 2011, the aggregate carrying amounts of the Company's cost-method investments in non-publicly traded companies were \$45.3 million and \$32.0 million, respectively. The Company's cost-method investments are assessed for impairment quarterly. The Company does not estimate the fair value of cost-method investments if there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investments. The Company includes cost-method investments in other long term assets in the consolidated balance sheets.

In 2010, the Company determined that a \$6.0 million cost-method investment and a related \$6.8 million note receivable with interest receivable of \$0.4 million were below carrying value and the impairment was other-than-temporary. This determination was based upon continued shortfalls from revenue plans coupled with events at the time of assessment that created uncertainty regarding the entity's ability to obtain additional funding in a required timeframe for the entity to continue operations. As a result, the Company recorded an impairment charge of \$13.2 million in other (expense) income, net in the consolidated statements of income for the year ended January 2, 2011.

*Accounts Receivable*

Accounts receivable consist of the following (in thousands):

	January 1, 2012	January 2, 2011
Accounts receivable from product and service sales	\$ 175,226	\$ 165,117
Other receivables	2,657	2,167
Total accounts receivable, gross	177,883	167,284
Allowance for doubtful accounts	(3,997)	(1,686)
Total accounts receivable, net	\$ 173,886	\$ 165,598

*Inventory*

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

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	January 1, 2012	January 2, 2011
Raw materials	\$ 58,340	\$ 54,762
Work in process	53,412	64,862
Finished goods	17,029	22,587
Total inventory, net	<u>\$ 128,781</u>	<u>\$ 142,211</u>

**Property and Equipment**

Property and equipment, net consists of the following (in thousands):

	January 1, 2012	January 2, 2011
Leasehold improvements	\$ 63,406	\$ 55,681
Manufacturing and laboratory equipment	137,805	114,108
Computer equipment and software	54,826	41,500
Furniture and fixtures	9,274	6,732
Leased equipment	14,854	15,475
Total property and equipment, gross	280,165	233,496
Accumulated depreciation	(136,682)	(103,622)
Total property and equipment, net	<u>\$ 143,483</u>	<u>\$ 129,874</u>

Depreciation expense was \$55.6 million, \$34.2 million and \$24.5 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. Capital expenditures included accrued expenditures of \$5.9 million, \$1.8 million, and \$2.3 million in the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. These amounts have been excluded from the Consolidated Statements of Cash Flows for the respective periods as they represent non-cash investing activities.

**Accrued Liabilities**

Accrued liabilities consist of the following (in thousands):

	January 1, 2012	January 2, 2011
Deferred revenue, current portion	\$ 52,573	\$ 45,863
Accrued compensation expenses	52,035	49,368
Accrued taxes payable	19,339	13,277
Customer deposits	17,958	14,900
Reserve for product warranties	11,966	16,761
Deferred rent, current portion	11,042	—
Accrued royalties	5,682	2,781
Facility exit obligation, current portion	4,408	—
Acquisition related contingent consideration liability	2,335	3,738
Other accrued expenses	10,436	9,476
Total accrued liabilities	<u>\$ 187,774</u>	<u>\$ 156,164</u>

**3. Restructuring Activities**

During the fourth quarter of 2011 the Company implemented a cost reduction initiative that included workforce reductions and the consolidation of certain facilities. In total, the Company notified approximately 200 employees of their

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

involuntary termination.

In 2011, the Company recorded a pre-tax restructuring charge of \$8.1 million, primarily related to severance pay and other employee separation costs. A summary of the pre-tax charge and estimated total costs associated with the initiative is as follows (in thousands):

	Employee Separation costs	Facilities Exit Costs	Other Costs	Total
Expense recorded in the year ended January 1, 2012	\$ 7,683	\$ —	\$ 453	\$ 8,136
Cash paid during the year ended January 1, 2012	4,187	—	423	4,610
Amount recorded in accrued liabilities as of January 1, 2012	\$ 3,496	\$ —	\$ 30	\$ 3,526
Estimated total restructuring costs to be incurred	\$ 10,932	\$ 1,600	\$ 1,303	\$ 13,835

It is expected that the accrued employee related restructuring charges will be substantially paid and the restructuring project substantially completed by the end of second quarter of 2012.

#### 4. Acquisitions

##### *Epicentre*

On January 10, 2011, the Company acquired Epicentre, a provider of nucleic acid sample preparation reagents and specialty enzymes used in sequencing and microarray applications. Total consideration for the acquisition was \$71.4 million, which included \$59.4 million in net cash payments made at closing, \$4.6 million in the fair value of contingent consideration settled in stock that is subject to forfeiture if certain non-revenue based milestones are not met, and \$7.4 million in the fair value of contingent cash consideration of up to \$15 million based on the achievement of certain revenue based milestones by January 10, 2013.

The Company estimated the fair value of contingent stock consideration based on the closing price of its common stock as of the acquisition date. Approximately 229,000 shares of common stock were issued to Epicentre shareholders in connection with the acquisition, which are subject to forfeiture if certain non-revenue-based milestones are not met. One third of these shares issued with an assessed fair value of \$4.6 million were determined to be part of the purchase price. The remaining shares with an assessed fair value of \$10.1 million were determined to be compensation for post-acquisition service, the cost of which will be recognized as contingent compensation expense over a period of 2 years in research and development expense or selling, general and administrative expense.

The Company estimated the fair value of contingent cash consideration using a probability weighted discounted cash flow approach, a Level 3 measurement based on unobservable inputs that are supported by little or no market activity and reflect the Company's own assumptions in measuring fair value. The Company used a discount rate of 21% in the assessment of the acquisition date fair value for the contingent cash consideration. Future changes in significant inputs such as the discount rate and estimated probabilities of milestone achievements could have a significant effect on the fair value of the contingent consideration.

The Company allocated \$0.9 million of the total consideration to tangible assets, net of liabilities, and \$26.9 million to identified intangible assets, including additional developed technologies of \$23.3 million, customer relationships of \$1.1 million, and a trade name of \$2.5 million, with weighted average useful lives of approximately nine, three, and ten years, respectively. The Company recorded the excess consideration of \$43.6 million as goodwill.

##### *Prior Acquisitions*

On April 30, 2010, the Company completed the acquisition of Helixis, a company developing a high-performance, low-cost, real time PCR system used for nucleic acid analysis. Total consideration for the acquisition at the closing date was approximately \$86.7 million, including \$70.0 million in net cash payments and \$14.1 million for the fair value of contingent consideration payments that could range from \$0 to \$35 million based on the achievement of certain revenue-based milestones by December 31, 2011. Using information available at the close of the acquisition, the Company allocated approximately \$2.3 million of the

**ILLUMINA, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

consideration to tangible assets, net of liabilities, and approximately \$28.0 million to identified intangible assets that will be amortized over a useful life of 10 years. The Company also recorded a \$10.7 million deferred tax liability to reflect the tax impact of the identified intangible assets that will not generate tax deductible amortization expense and an \$8.7 million deferred tax asset which primarily relates to acquired net operating loss carryforwards. The Company recorded the excess consideration of approximately \$58.4 million as goodwill.

Prior to the acquisition, the Company had an equity interest in Helixis with a cost basis of \$2.0 million that was accounted for under the cost method of accounting. The Company recognized a gain of \$2.9 million, which was included in other (expense) income, net, in its consolidated statement of income as a result of revaluing the Company's equity interest in Helixis on the acquisition date.

On July 28, 2010, the Company completed an acquisition of another privately-held, development stage entity. Total consideration for the acquisition was \$22.0 million. As a result of this transaction, the Company recorded an in-process research and development (IPR&D) asset of \$21.4 million in intangible assets. In determining the fair value of the IPR&D, various factors were considered, such as future revenue contributions, additional research and development costs to be incurred, and contributory asset charges. The fair value of the IPR&D was calculated using an income approach, and the rate used to discount net future cash flows to their present values was based on a risk-adjusted rate of return of approximately 28%. Significant factors considered in the calculation of the rate of return include the weighted average cost of capital, the weighted average return on assets, the internal rate of return, as well as the risks inherent in the development process for development-stage entities of similar sizes.

In addition, the Company completed the acquisition of a development-stage company in 2008, and agreed to pay the former shareholders of the entity up to an additional \$35.0 million in contingent cash consideration based on the achievement of certain product-related and employment-related milestones. In accordance with the applicable accounting guidance effective at that time, when the contingency is resolved beyond a reasonable doubt and the additional consideration is issued or becomes issuable, the additional considerations are accounted for as an additional element of the cost of acquisition, resulting in additional IPR&D charges in the periods presented. All employment-related contingent compensation expense is recorded in operating expense.

As of January 1, 2012, the Company's remaining gross milestone obligations related to these prior year acquisitions consisted of potential employment-related milestone payments of \$1.4 million. Contingent compensation expenses and IPR&D charges as a result of acquisitions consist of the following (in thousands):

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
Contingent compensation expense, included in research and development expense	\$ 4,799	\$ 3,675	\$ 3,675
Contingent compensation expense, included in selling, general and administrative expense	1,258	—	—
<b>Total contingent compensation expense</b>	<b>\$ 6,057</b>	<b>\$ 3,675</b>	<b>\$ 3,675</b>
IPR&D, included in acquisition related (gain) expense, net	\$ 5,425	\$ 1,325	\$ 11,325

**5. Intangible Assets**

The Company's intangible assets, excluding goodwill, are comprised primarily of acquired core technology, licensed technology from a settlement, IPR&D, license agreements, trade name, and customer relationships. Amortization for the intangible assets that have finite useful lives is recorded on a straight-line basis over their useful lives.

The following is a summary of the Company's identifiable intangible assets as of the respective balance sheet dates (in thousands):

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	January 1, 2012				January 2, 2011			
	Weighted Average Useful Life	Gross Carrying Amount	Accumulated Amortization	Intangibles, Net	Weighted Average Useful Life	Gross Carrying Amount	Accumulated Amortization	Intangibles, Net
<b>Finite-lived Intangible assets:</b>								
Licensed technology	8.0	\$ 36,000	\$ (20,000)	\$ 16,000	8.0	\$ 36,000	\$ (15,849)	\$ 20,151
Core technology	9.7	74,800	(18,544)	56,256	10.0	51,500	(10,604)	40,896
Customer relationships	3.0	1,980	(1,253)	727	3.0	900	(900)	—
License agreements	8.9	12,404	(2,605)	9,799	8.9	10,654	(1,677)	8,977
Trade name	10.0	2,500	(245)	2,255	—	—	—	—
<b>Infinite-lived Intangible Asset:</b>								
In-process research & development	—	21,438	—	21,438	—	21,438	—	21,438
<b>Total intangible assets, net</b>		<b>\$ 149,122</b>	<b>\$ (42,647)</b>	<b>\$ 106,475</b>		<b>\$ 120,492</b>	<b>\$ (29,030)</b>	<b>\$ 91,462</b>

Additions to intangible assets in the current year are a result of the Epicentre acquisition. Amortization expense associated with intangible assets was \$13.6 million for the year ended January 1, 2012, \$12.7 million of which related to acquired intangible assets. Amortization expense associated with intangible assets was \$7.8 million and \$6.7 million for the years ended January 2, 2011 and January 3, 2010 respectively.

The estimated annual amortization of intangible assets for the next five years is shown in the following table (in thousands). Actual amortization expense to be reported in future periods could differ from these estimates as a result of acquisitions, divestitures, asset impairments, and other factors.

2012	\$ 14,247
2013	14,332
2014	13,548
2015	13,102
2016	8,426
Thereafter	21,382
<b>Total</b>	<b>\$ 85,037</b>

**6. Fair Value Measurements**

The following table presents the Company's fair value hierarchy for assets and liability measured at fair value on a recurring basis as of January 1, 2012 and January 2, 2011 (in thousands):

	January 1, 2012				January 2, 2011			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Money market funds (cash equivalent)	\$ 166,898	\$ —	\$ —	\$ 166,898	\$ 148,822	\$ —	\$ —	\$ 148,822
Debt securities in government sponsored entities	—	394,039	—	394,039	—	261,697	—	261,697
Corporate debt securities	—	433,382	—	433,382	—	330,758	—	330,758
U.S. Treasury securities	59,169	—	—	59,169	52,887	—	—	52,887
Deferred compensation plan assets	—	10,800	—	10,800	—	6,449	—	6,449
<b>Total assets measured at fair value</b>	<b>\$ 226,067</b>	<b>\$ 838,221</b>	<b>\$ —</b>	<b>\$ 1,064,288</b>	<b>\$ 201,709</b>	<b>\$ 598,904</b>	<b>\$ —</b>	<b>\$ 800,613</b>
<b>Liabilities:</b>								
Acquisition related contingent consideration liability	\$ —	\$ —	\$ 6,638	\$ 6,638	\$ —	\$ —	\$ 3,738	\$ 3,738
Deferred compensation liability	—	8,970	—	8,970	—	5,272	—	5,272
<b>Total liabilities measured at fair value</b>	<b>\$ —</b>	<b>\$ 8,970</b>	<b>\$ 6,638</b>	<b>\$ 15,608</b>	<b>\$ —</b>	<b>\$ 5,272</b>	<b>\$ 3,738</b>	<b>\$ 9,010</b>

The Company holds available-for-sale securities that consist of highly liquid, investment grade debt securities. The Company determines the fair value of its debt security holdings based on pricing from a service provider. The service provider values the securities based on "consensus pricing," using market prices from a variety of industry-standard independent data providers. Such market prices may be quoted prices in active markets for identical assets (Level 1 inputs) or pricing determined using inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs), such as, yield curve, volatility factors, credit spreads, default rates, loss severity, current market and contractual prices for the underlying instruments or debt, broker and dealer quotes, as well as other relevant economic measures. The Company performs certain procedures to corroborate the fair value of its holdings, including comparing prices obtained from the service provider to prices obtained from other reliable sources.

The Company's deferred compensation plan assets consist primarily of mutual funds. See footnote "14. Employee Benefit Plans" for additional information about our deferred compensation plan.

At January 1, 2012, the Company reassessed the fair value of the contingent consideration settled in cash related to acquisitions using the income approach. These fair value measurements are Level 3 measurements. Significant assumptions used in the measurement include probabilities of achieving the remaining milestones and the discount rates, which depends on the milestone risk profiles. Due to changes in the estimated probabilities to achieve the relevant milestones and a shorter discounting period, the fair value of the contingent consideration liabilities changed, resulting in a gain of \$4.5 million recorded in acquisition related (gain) expense, net, in the consolidated statements of income during the year ended January 1, 2012, respectively.

Changes in estimated fair value of contingent consideration liabilities from January 3, 2010 through January 1, 2012 are as follows (in thousands):

	<b>Contingent Consideration Liability (Level 3 Measurement)</b>
Balance as of January 3, 2010	\$ —
Acquisition of Helixis	14,114
Gain recorded in acquisition related (gain) expense, net	(10,376)
Balance as of January 2, 2011	\$ 3,738
Acquisition of Epicentre	7,400
Gain recorded in acquisition related (gain) expense, net	(4,500)
<b>Balance as of January 1, 2012</b>	<b>\$ 6,638</b>

**7. Warranties**

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The Company generally provides a one-year warranty on instruments. Additionally, the Company provides a warranty on its consumables through the expiration 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. The Company periodically reviews the adequacy of our warranty reserve, and adjusts, if necessary, the warranty percentage and accrual based on actual experience and estimated costs to be incurred. Warranty expense is recorded as a component of cost of product revenue. Estimated warranty expenses associated with extended maintenance contracts for systems are recorded as a cost of service and other revenue as incurred.

Changes in the Company's reserve for product warranties from December 28, 2008 through January 1, 2012 are as follows (in thousands):

Balance as of December 28, 2008	\$	8,203
Additions charged to cost of revenue		14,613
Repairs and replacements		(12,601)
Balance as of January 3, 2010		10,215
Additions charged to cost of revenue		25,146
Repairs and replacements		(18,600)
Balance as of January 2, 2011		16,761
Additions charged to cost of revenue		17,913
Repairs and replacements		(22,708)
Balance as of January 1, 2012	\$	11,966

**8. Convertible Senior Notes**

***0.25% Convertible Senior Notes due 2016***

In March 2011, the Company issued \$800 million aggregate principal amount of 0.25% convertible senior notes due 2016 (the 2016 Notes) in an offering conducted in accordance with Rule 144A under the Securities Act of 1933, as amended. The 2016 Notes were issued at 98.25% of par value. Debt issuance costs of approximately \$0.4 million primarily comprised legal, accounting, and other professional fees, the majority of which were recorded in other noncurrent assets and are being amortized to interest expense over the five-year term of the 2016 Notes. The Company issued an additional \$120 million aggregate principal amount of 2016 Notes in April 2011. The net proceeds from the initial issuance and subsequent issuance, after deducting the initial purchasers' discount and the estimated offering expenses payable by the Company, were \$785.6 million and \$117.9 million, respectively.

The 2016 Notes will be convertible into cash, shares of common stock, or a combination of cash and shares of common stock, at the Company's election, based on an initial conversion rate, subject to adjustment, of 11.9687 shares per \$1,000 principal amount of the 2016 Notes (which represents an initial conversion price of approximately \$83.55+ per share), only in the following circumstances and to the following extent: (1) during the five business-day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per 2016 Note for each day of such measurement period was less than 98% 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 (and only during that quarter) after the calendar quarter ending March 31, 2011, if the last reported sale price of the Company's common stock for 20 or more trading days in the 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 described in the indenture for the 2016 Notes; and (4) at any time on or after December 15, 2015 through the second scheduled trading day immediately preceding the maturity date.

As noted in the indenture for the 2016 Notes, it is the Company's intent and policy to settle conversions through combination settlement, which essentially involves repayment of an amount of cash equal to the "principal portion" and delivery of the "share amount" in excess of the conversion value over the principal portion in shares of common stock. In general, for each \$1,000 in principal, the "principal portion" of cash upon settlement is defined as the lesser of \$1,000, and the conversion value during the 20-day observation period as described in the indenture for the 2016 Notes. The conversion value

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is the sum of the daily conversion value which is the product of the effective conversion rate divided by 20 days and the daily volume weighted average price (“VWAP”) of the Company’s common stock. The “share amount” is the cumulative “daily share amount” during the observation period, which is calculated by dividing the daily VWAP into the difference between the daily conversion value (i.e., conversion rate x daily VWAP) and \$1,000.

The Company pays 0.25% interest per annum on the principal amount of the 2016 Notes, payable semiannually in arrears in cash on March 15 and September 15 of each year, which began on September 15, 2011. The Company made an interest payment of \$1.1 million in September 2011. The 2016 Notes mature on March 15, 2016. If a designated event, as defined in the indenture for the 2016 Notes, such as acquisition, merger, or liquidation, occurs prior to the maturity date, subject to certain limitations, holders of the 2016 Notes may require the Company to repurchase all or a portion of their 2016 Notes for cash at a repurchase price equal to 100% of the principal amount of the 2016 Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the repurchase date.

The Company accounts separately for the liability and equity components of the 2016 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. Because the Company has no outstanding non-convertible public debt, the Company determined that senior, unsecured corporate bonds traded on the market represent a similar liability to the convertible senior notes without the conversion option. Based on market data available for publicly traded, senior, unsecured corporate bonds issued by companies in the same industry and with similar maturity, the Company estimated the implied interest rate of its 2016 Notes to be 4.5%, assuming no conversion option. Assumptions used in the estimate represent what market participants would use in pricing the liability component, including market interest rates, credit standing, and yield curves, all of which are defined as Level 2 observable inputs. The estimated implied interest rate was applied to the 2016 Notes, which resulted in a fair value of the liability component of \$748.5 million upon issuance, calculated as the present value of implied future payments based on the \$920.0 million aggregate principal amount. The \$155.4 million difference between the cash proceeds of \$903.9 million and the estimated fair value of the liability component was recorded in additional paid-in capital as the 2016 Notes are not considered currently redeemable at the balance sheet date.

If the 2016 Notes were converted as of January 1, 2012, the if-converted value would not exceed the principal amount. As a policy election under applicable guidance related to the calculation of diluted net income per share, the Company elected the combination settlement method as its stated settlement policy and applied the treasury stock method in the calculation of dilutive impact of the 2016 Notes, which was anti-dilutive for the year ended January 1, 2012.

The Company used \$314.3 million of the net proceeds to purchase 4,890,500 shares of its common stock in privately negotiated transactions concurrently with the issuance. The Company also used part of the net proceeds for the extinguishment of \$349.9 million principal amount of its outstanding 0.625% convertible senior notes due 2014 upon conversions during the year ended January 1, 2012.

### ***0.625% Convertible Senior Notes due 2014***

In February 2007, the Company issued \$400.0 million principal amount of 0.625% convertible senior notes due 2014 (the 2014 Notes). The Company pays 0.625% interest per annum on the principal amount of the 2014 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 in February 2011. Interest payment in August 2011 was immaterial due to conversions prior to the payment date. The 2014 Notes mature on February 15, 2014.

The Company entered into hedge transactions concurrently with the issuance of the 2014 Notes under which the Company is entitled to purchase up to approximately 18,322,000 shares of the Company’s common stock at a strike price of approximately \$21.83 per share, subject to adjustment. The convertible note hedge transactions had the effect of reducing dilution to the Company’s stockholders upon conversion of the 2014 Notes. Also concurrently with the issuance of the 2014 Notes, the Company sold to the hedge counterparties warrants exercisable, on a cashless basis, for up to approximately 18,322,000 shares of the Company’s common stock at a strike price of \$31.435 per share, subject to adjustment. The proceeds from these warrants partially offset the cost to the Company of the convertible note hedge transactions.

The 2014 Notes became convertible into cash and shares of the Company’s common stock in various prior periods and were convertible through, and including, December 31, 2011. As of January 1, 2012, the conditions to permit conversion were no longer satisfied and, as a result, the 2014 Notes were classified in long-term liabilities. During the year ended January 1,

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2012, the principal amount of all 2014 Notes converted was repaid with cash and the excess of the conversion value over the principal amount was paid in shares of common stock. The equity dilution resulting from the issuance of common stock related to the conversion of the 2014 Notes was offset by repurchase of the same amount of shares under the convertible note hedge transactions, which were automatically exercised in accordance with their terms at the time of each such conversion. The balance of the convertible note hedge transactions with respect to approximately \$40.1 million principal amount of the 2014 Notes (which are convertible into up to 1,837,958 shares of the Company's common stock) remained in place as of January 1, 2012. The warrants were not affected by the early conversions of the 2014 Notes and, as a result, warrants covering up to approximately 18,322,000 shares of common stock remained outstanding as of January 1, 2012.

As a result of the conversions during the year ended January 1, 2012, the Company recorded losses on extinguishment of debt calculated as the difference between the estimated fair value of the debt and the carrying value of the notes as of the settlement dates. To measure the fair value of the converted notes as of the settlement dates, the applicable interest rates were estimated using Level 2 observable inputs and applied to the converted notes using the same methodology as in the issuance date valuation. If the 2014 Notes were converted as of January 1, 2012, the if-converted value would exceed the principal amount by \$15.9 million.

The following table summarizes information about the conversions of the 2014 Notes during the year ended January 1, 2012 (in thousands, except percentages):

	<b>January 1, 2012</b>
Cash paid for principal of notes converted	\$ 349,874
Conversion value over principal amount paid in shares of common stock	\$ 727,618
Number of shares of common stock issued upon conversion	10,733
Loss on extinguishment of debt	\$ 37,611
Effective interest rates used to measure fair value of converted notes upon conversion	3.5% - 4.3%

The following table summarizes information about the equity and liability components of the 2014 and 2016 Notes (dollars in thousands). The fair values of the respective notes outstanding were measured based on quoted market prices.

	<b>January 1, 2012</b>		<b>January 2, 2011</b>
	<b>0.25% Convertible Senior Notes due 2016</b>	<b>0.625% Convertible Senior Notes due 2014</b>	<b>0.625% Convertible Senior Notes due 2014</b>
Principal amount of convertible notes outstanding	\$ 920,000	\$ 40,125	\$ 389,999
Unamortized discount of liability component	(147,034)	(5,722)	(78,390)
Net carrying amount of liability component	772,966	34,403	311,609
Less: current portion	—	—	(311,609)
Long-term debt	\$ 772,966	\$ 34,403	\$ —
Conversion option subject to cash settlement	\$ —	\$ 5,722	\$ 78,390
Carrying value of equity component, net of issuance costs	\$ 155,366	\$ 114,035	\$ 71,199
Fair value of outstanding notes	\$ 725,632	\$ 60,122	\$ 1,157,450
Remaining amortization period of discount on the liability component	4.2 years	2.1 years	3.1 years
Effective interest rate of liability component	4.5%	8.3%	8.3%
Contractual coupon interest expense	\$ 1,871	\$ 414	\$ 2,390
Accretion of discount on the liability component	\$ 24,502	\$ 7,671	\$ 21,407

**9. Commitments**

*Operating Leases*

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The Company leases office and manufacturing facilities under various noncancellable operating lease agreements. Facility leases generally provide for periodic rent increases, and many contain escalation clauses and renewal options. Certain leases require the Company to pay property taxes and routine maintenance. The Company is headquartered in San Diego, California and leases facilities in San Diego, California; Hayward, California; Branford, Connecticut; Madison, Wisconsin; the United Kingdom; the Netherlands; Japan; Singapore; Australia; Brazil; and China.

Annual future minimum payments under these operating leases as of January 1, 2012 were as follows (in thousands):

2012	\$	16,336
2013		22,598
2014		21,351
2015		20,355
2016		20,852
Thereafter		385,775
Total	\$	<u>487,267</u>

Rent expense was \$17.4 million, \$14.7 million, and \$13.6 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively.

In 2010, the Company entered into the lease agreement for its current corporate headquarters facility located in San Diego, California. The lease commenced on November 1, 2011 and has an initial term of 20 years with four five-year options to extend. There is a one-time option to terminate the lease after 15 years in exchange for an early termination fee. The lease includes two existing office buildings and a central plant building with approximately 346,600 square feet. The Company has also agreed to lease a third office building to be built at this facility containing approximately 123,400 rentable square feet. The Company has the right to further expand the premises and lease one or more of three additional office buildings that may be built at this facility. Total minimum lease payments during the initial term of the lease is expected to be \$355.9 million, excluding further expansion beyond the third building, and taking no consideration of tenant improvement allowances totaling \$21.9 million. The Company capitalizes the leasehold improvements and amortizes them over the shorter of the lease term or their expected useful life. The leasehold improvement allowances reduce rent expense over the initial lease term.

Lease commitments of \$100.0 million related to the lease for the Company's former headquarters are also included in the table above. Upon vacating certain buildings of its former headquarters in late 2011, the Company recorded a cease-use loss of \$23.6 million and a corresponding facility exit obligation of \$25.0 million, as the Company is further obligated for certain ongoing operating costs prior to any sublease that may be obtained.

The facility exit obligation as of January 1, 2012 is as follows (in thousands):

	<b>January 1, 2012</b>
Facility exit obligation, current portion	\$ 4,408
Facility exit obligation, non-current	20,641
Total facility exit obligation	<u>\$ 25,049</u>

**10. Share-based Compensation Expense**

Total share-based compensation expense for all stock awards consists of the following (in thousands):

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	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
Cost of product revenue	\$ 6,951	\$ 5,378	\$ 4,776
Cost of service and other revenue	695	470	514
Research and development	32,105	25,428	19,960
Selling, general and administrative	52,341	40,369	35,561
Share-based compensation expense before taxes	92,092	71,645	60,811
Related income tax benefits	(32,168)	(25,231)	(20,121)
Share-based compensation expense, net of taxes	<u>\$ 59,924</u>	<u>\$ 46,414</u>	<u>\$ 40,690</u>

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 purchased under the ESPP during those periods are as follows:

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
<b>Stock options granted:</b>			
Risk-free interest rate	0.85 - 2.23%	2.05 - 2.73%	1.69 - 1.97%
Expected volatility	41 - 53%	46 - 48%	55 - 58%
Expected term	4.7 - 5.5 years	6.0 years	5.2 years
Expected dividends	—	—	—
<b>Stock purchased under the ESPP:</b>			
Risk-free interest rate	0.16 - 0.30%	0.17 - 0.48%	0.28 - 2.90%
Expected volatility	43 - 48%	46 - 48%	48 - 58%
Expected term	0.5 - 1.0 years	0.5 - 1.0 years	0.5 - 1.0 years
Expected dividends	—	—	—

As of January 1, 2012, approximately \$158.9 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 2.4 years.

## 11. Stockholders' Equity

### *Common Stock*

On January 1, 2012 and January 2, 2011, the Company had 122,041,000 and 126,607,000 shares of common stock outstanding, respectively, excluding treasury shares.

### *Stock Options*

On January 1, 2012, the Company had three active stock plans: the 2005 Stock and Incentive Plan (the 2005 Stock Plan), the 2005 Solexa Equity Incentive Plan (the 2005 Solexa Equity Plan), and the New Hire Stock and Incentive Plan. As of January 1, 2012, options to purchase 5,220,000 shares remained available for future grant under the 2005 Stock Plan and 2005 Solexa Equity Plan. There is no set number of shares reserved for issuance under the New Hire Stock and Incentive Plan.

Stock options granted at the time of hire primarily vest over a four or five-year period, with 20% or 25% of options vesting on the first anniversary of the grant date and the remaining options vesting monthly over the remaining vesting period. Stock options granted subsequent to hiring primarily vest monthly over a four or five-year period. Each grant of options has a maximum term of ten years, measured from the applicable grant date, subject to earlier termination if the optionee's service with us ceases. Vesting in all cases is subject to the individual's continued service to us through the vesting date. The Company satisfies option exercises through the issuance of new shares.

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The Company's stock option activity under all stock option plans from December 28, 2008 through January 1, 2012 is as follows:

	Options (in thousands)	Weighted-Average Exercise Price	Weighted Average Grant-Date Fair Value per Share
Outstanding at December 28, 2008	18,134	\$ 16.26	
Granted	1,560	28.86	\$ 14.74
Exercised	(2,966)	10.56	
Cancelled	(639)	14.88	
Outstanding at January 3, 2010	16,089	18.59	
Granted	2,045	39.11	18.82
Exercised	(5,541)	16.65	
Cancelled	(711)	21.76	
Outstanding at January 2, 2011	11,882	22.83	
Granted	1,399	64.98	\$ 27.47
Exercised	(2,784)	17.98	
Cancelled	(119)	33.49	
Outstanding at January 1, 2012	10,378	\$ 29.69	

At January 1, 2012, outstanding options to purchase 7,126,000 shares were exercisable with a weighted average per share exercise price of \$23.58. The weighted average remaining life of options outstanding and exercisable is 6.1 years and 5.4 years, respectively, as of January 1, 2012.

The aggregate intrinsic value of options outstanding and options exercisable as of January 1, 2012 was \$78.3 million and \$71.2 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 \$30.48 as of December 30, 2011, and the exercise price multiplied by the number of options outstanding. Total intrinsic value of options exercised was \$136.5 million, \$156.9 million, and \$73.4 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. Total fair value of options vested was \$49.5 million, \$47.3 million, and \$52.2 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively.

***Employee Stock Purchase Plan***

A total of 15,467,000 shares of the Company's common stock have been reserved for issuance under its 2000 Employee Stock Purchase Plan, or ESPP. The ESPP permits eligible employees to purchase common stock at a discount, but only through payroll deductions, during defined offering periods. 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. The initial offering period commenced in July 2000.

The ESPP provides for annual increases of shares available for issuance by the lesser of 3% of the number of outstanding shares of the Company's common stock on the last day of the immediately preceding fiscal year, 3,000,000 shares or such lesser amount as determined by the Company's board of directors. Shares totaling 328,000, 373,000, and 360,000 were issued under the ESPP during the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively. The weighted average subscription date fair values of shares under the ESPP during the same periods were \$20.08, \$11.10, and \$9.24, respectively. As of January 1, 2012 and January 2, 2011, there were 15,734,000 shares and 16,062,000 shares available for issuance under the ESPP, respectively.

***Restricted Stock Units***

The Company grants restricted stock units (RSUs) pursuant to its 2005 Stock and Incentive Plan as part of its periodic employee equity compensation review program. RSUs are share awards that, upon vesting, will deliver to the holder shares of

**ILLUMINA, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

the Company's common stock. For grants to new hires prior to July 2011, RSUs generally vest 15% on the first anniversary of the grant date, 20% on the second anniversary of the grant date, 30% on the third anniversary of the grant date, and 35% on the fourth anniversary of the grant date. For grants to new hires subsequent to July 2011, RSUs generally vest over a four-year period with equal vesting on anniversaries of the grant date. For grants to existing employees, RSUs generally vest over a four-year period with 15% vesting on the first anniversary of the grant date, 20% vesting on the second anniversary of the grant date, 30% vesting on the third anniversary of the grant date, and 35% vesting on the fourth anniversary of the grant date. The Company satisfies RSU vesting through the issuance of new shares.

A summary of the Company's RSU activity and related information from December 28, 2008 through January 1, 2012 is as follows:

	Restricted Stock Units (in thousands) <sup>(1)</sup>	Weighted Average Grant-Date Fair Value per Share
Outstanding at December 28, 2008	1,579	\$ 32.68
Awarded	1,293	32.25
Vested	(246)	32.33
Cancelled	(117)	33.19
Outstanding at January 3, 2010	2,509	32.45
Awarded	1,353	50.74
Vested	(510)	32.10
Cancelled	(243)	33.36
Outstanding at January 2, 2011	3,109	40.39
Awarded	1,550	42.02
Vested	(827)	36.47
Cancelled	(356)	42.15
Outstanding at January 1, 2012	3,476	\$ 41.87

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

Based on the closing price per share of the Company's common stock of \$30.48 and \$63.34 on December 30, 2011 and December 31, 2010, respectively, the total pretax intrinsic value of all outstanding RSUs as of January 1, 2012 and January 2, 2011 was \$145.5 million and \$125.6 million, respectively. Total fair value of RSUs vested was \$30.2 million, \$16.4 million, and \$8.0 million for the years ended January 1, 2012, January 2, 2011, and January 3, 2010, respectively.

***Warrants***

During the year ended January 1, 2012, the remaining warrants assumed by the Company in a prior acquisition to purchase approximately 505,000 shares of the Company's common stock were exercised, resulting in cash proceeds to the Company of approximately \$5.5 million. As of January 1, 2012, warrants exercisable, on a cashless basis, for up to approximately 18,322,000 shares of common stock were outstanding with an exercise price of \$31.435. These warrants were sold to counterparties to the Company's convertible note hedge transactions in connection with the offering of the Company's 2014 Notes, with the proceeds of such warrants used by the Company to partially offset the cost of such hedging transactions. All outstanding warrants expire in equal installments during the 40 consecutive scheduled trading days beginning on May 16, 2014.

***Share Repurchases***

In August 2011, the Company's board of directors authorized a \$100 million discretionary repurchase program. During the year ended January 1, 2012, the Company utilized the authorized amount in its entirety and repurchased approximately 1,894,000 shares under this program.

Concurrently with the issuance of the Company's 2016 Notes in March 2011, 4,890,500 shares were repurchased for

ILLUMINA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

\$314.3 million.

In July 2010, the Company's board of directors authorized a \$200 million stock repurchase program, with \$100 million allocated to repurchasing Company common stock under a 10b5-1 plan over a 12 month period and \$100 million allocated to repurchasing Company common stock at management's discretion during open trading windows. During the year ended January 1, 2012, the Company repurchased approximately 2,438,000 shares for \$156.0 million. The authorized repurchase amount had been utilized completely as of January 1, 2012.

In November 2009, upon the completion of the \$75.0 million repurchase program authorized by the Company's board of directors in July 2009, our board of directors authorized an additional \$100.0 million stock repurchase program. In fiscal 2009, the Company repurchased a total of 6.1 million shares for \$175.1 million, under both programs in open-market transactions or through privately negotiated transactions in compliance with Rule 10b-18 under the Securities Exchange Act of 1934. This program expired at the end of 2009.

***Stockholder Rights Plan***

On May 3, 2001, the board of directors of the Company declared a dividend of one preferred share purchase right (a Right) for each outstanding share of common stock of the Company. The dividend was payable on May 14, 2001 to the stockholders of record on that date. Each Right entitles the registered holder to purchase from the Company one unit consisting of one thousandth of a share of its Series A Junior Participating Preferred Stock at a price of \$100 per unit. The Rights will be exercisable if a person or group hereafter acquires beneficial ownership of 15% or more of the outstanding common stock of the Company or announces an offer for 15% or more of the outstanding common stock. If a person or group acquires 15% or more of the outstanding common stock of the Company, each Right will entitle its holder to purchase, at the exercise price of the Right, a number of shares of common stock having a market value of two times the exercise price of the Right. If the Company is acquired in a merger or other business combination transaction after a person acquires 15% or more of the Company's common stock, each Right will entitle its holder to purchase, at the Right's then-current exercise price, a number of common shares of the acquiring company which at the time of such transaction have a market value of two times the exercise price of the Right. The board of directors will be entitled to redeem the Rights at a price of \$0.01 per Right at any time before any such person acquires beneficial ownership of 15% or more of the outstanding common stock. The Rights expired on May 14, 2011.

On January 25, 2012, the board of directors of the Company declared a dividend of one preferred share purchase right (a Right) for each outstanding share of common stock of the Company. Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock of the Company, par value \$0.01 per share (the Preferred Shares), at a price of \$275.00 per one one thousandth of a Preferred Share, subject to adjustment. The Rights will not be exercisable until such time, if ever, that the board of directors determines to eliminate its deferral of the date on which separate Rights certificates are issued and the Rights trade separately from the Company's common stock (the Distribution Date). If a person or group acquires 15% or more of the outstanding common stock of the Company, each Right will entitle its holder to purchase, at the exercise price of the Right, a number of shares of common stock having a market value of two times the exercise price of the Right. If the Company is acquired in a merger or other business combination transaction after a person acquires 15% or more of the Company's common stock, each Right will entitle its holder to purchase, at the Right's then-current exercise price, a number of common shares of the acquiring company which at the time of such transaction have a market value of two times the exercise price of the Right. The board of directors will be entitled to redeem the Rights at a price of \$0.001 per Right at any time before the Distribution Date. The board of directors will also be entitled to exchange the Rights at an exchange ratio per Right of one share of common stock after any person acquires beneficial ownership of 15% or more of the outstanding common stock of the Company, and prior to the acquisition of 50% or more of the outstanding common stock of the Company. The Rights will expire on January 26, 2017.

**12. Legal Proceedings**

The Company is involved in various lawsuits and claims arising in the ordinary course of business, including actions with respect to intellectual property, employment, and contractual matters. In connection with these matters, the Company assesses contingencies to determine the degree of probability and range of possible loss for potential accrual in its financial statements. An estimated loss contingency is accrued in the financial statements if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable and unfavorable resolutions could occur, assessing contingencies is highly subjective and requires judgments about future events. The Company regularly

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reviews contingencies to determine the adequacy of the accruals and related disclosures. The amount of ultimate loss may differ from these estimates. Because of the uncertainties related to the occurrence, amount, and range of loss on any pending litigation or claim, management is currently unable to predict their ultimate outcome, to determine whether a liability has been incurred, or to make a meaningful estimate of the reasonably possible loss or range of loss that could result from an unfavorable outcome. The Company believes, however, that the liability, if any, resulting from the aggregate amount of losses for any outstanding litigation or claim will not have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations.

### 13. Income Taxes

The income (loss) before income taxes summarized by region is as follows (in thousands):

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
United States	\$ (7,100)	\$ 109,068	\$ 65,081
Foreign	140,145	76,311	49,044
Total income before income taxes	\$ 133,045	\$ 185,379	\$ 114,125

The provision for income taxes consists of the following (in thousands):

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
Current:			
Federal	\$ 43,161	\$ 39,476	\$ 43,565
State	3,958	8,607	2,511
Foreign	24,154	6,330	6,204
Total current provision	71,273	54,413	52,280
Deferred:			
Federal	(22,738)	6,557	(14,607)
State	(8,050)	(6,808)	5,184
Foreign	5,932	6,326	(1,013)
Total deferred provision (benefit)	(24,856)	6,075	(10,436)
Total tax provision	\$ 46,417	\$ 60,488	\$ 41,844

The provision for income taxes reconciles to the amount computed by applying the federal statutory rate to income before taxes as follows (in thousands):

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
Tax at federal statutory rate	\$ 46,566	\$ 64,881	\$ 39,944
State, net of federal benefit	(49)	6,231	4,275
Research and other credits	(6,774)	(5,859)	(4,050)
Acquired in-process research & development	1,989	517	4,386
Change in valuation allowance	(688)	(9,497)	(1,967)
Permanent differences	1,668	1,397	2,093
Change in fair value of contingent consideration	(1,311)	(3,632)	—
Impact of foreign operations	5,579	7,597	(5,400)
Other	(563)	(1,147)	2,563
Total tax provision	<u>\$ 46,417</u>	<u>\$ 60,488</u>	<u>\$ 41,844</u>

Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	January 1, 2012	January 2, 2011
Deferred tax assets:		
Net operating losses	\$ 4,981	\$ 11,898
Tax credits	16,647	18,329
Other accruals and reserves	22,411	17,616
Stock compensation	33,811	23,829
Inventory adjustments	16,469	5,573
Impairment of cost-method investment	4,972	5,058
Other amortization	4,521	4,893
Other	8,861	3,588
Total gross deferred tax assets	112,673	90,784
Valuation allowance on deferred tax assets	(1,799)	(4,986)
Total deferred tax assets	<u>110,874</u>	<u>85,798</u>
Deferred tax liabilities:		
Purchased intangible amortization	(19,760)	(22,605)
Convertible debt	(49,404)	(3,191)
Other	(12,322)	(7,137)
Total deferred tax liabilities	<u>(81,486)</u>	<u>(32,933)</u>
Net deferred tax assets	<u>\$ 29,388</u>	<u>\$ 52,865</u>

A valuation allowance is established when it is more likely than not the future realization of all or some of the deferred tax assets will not be achieved. The evaluation of the need for a valuation allowance is performed on a jurisdiction-by-jurisdiction basis, and includes a review of all available positive and negative evidence. During the year ended January 1, 2012, the valuation allowance decreased by \$3.2 million primarily due to the dissolution of a dormant foreign subsidiary that was finalized during the fourth quarter. Based on the available evidence as of January 1, 2012, the Company was not able to conclude it is more likely than not certain U.S. and foreign deferred tax assets will be realized. Therefore, the Company recorded a valuation allowance of \$1.8 million against certain U.S. deferred tax assets.

As of January 1, 2012, the Company had net operating loss carryforwards for federal and state tax purposes of \$25.2 million and \$162.0 million, respectively, which begin to expire in 2020 and 2013, respectively, unless utilized prior. In addition, the Company also had U.S. federal and state research and development tax credit carryforwards of \$11.0 million and \$34.3 million, respectively, which begin to expire in 2028 and 2019, respectively, unless utilized prior.

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Pursuant to Section 382 and 383 of the Internal Revenue Code, utilization of the Company's net operating loss and credits may be subject to annual limitations in the event of any significant future changes in its ownership structure. These annual limitations may result in the expiration of net operating losses and credits prior to utilization. The deferred tax assets as of January 1, 2012 are net of any previous limitations due to Section 382 and 383.

The Company recognizes excess tax benefits associated with share-based compensation to stockholders' equity only when realized. When assessing whether excess tax benefits relating to share-based compensation have been realized, the Company follows the with-and-without approach excluding any indirect effects of the excess tax deductions. Under this approach, excess tax benefits related to share-based compensation are not deemed to be realized until after the utilization of all other tax benefits available to the Company. During the year ended January 1, 2012, the Company realized \$43.1 million of such excess tax benefits, and accordingly recorded a corresponding credit to additional paid in capital. As of January 1, 2012, the Company has \$12.8 million of unrealized excess tax benefits associated with share-based compensation. These tax benefits will be accounted for as a credit to additional paid-in capital, if and when realized, rather than a reduction of the provision for income taxes.

The Company's manufacturing operations in Singapore operate under various tax holidays and incentives that begin to expire in 2018. For the year ended January 1, 2012, these tax holidays and incentives resulted in an approximate \$4.4 million decrease to the provision for income taxes and an increase to net income per diluted share of \$0.03.

It is the Company's intention to indefinitely reinvest all current and future foreign earnings in order to ensure sufficient working capital and expand existing operations outside the United States. Accordingly, residual U.S. income taxes have not been provided on \$102.8 million of undistributed earnings of foreign subsidiaries as of January 1, 2012. In the event the Company was required to repatriate funds from outside of the United States, such repatriation would be subject to local laws, customs, and tax consequences.

The following table summarizes the gross amount of the Company's uncertain tax positions (in thousands):

	January 1, 2012	January 2, 2011	January 3, 2010
Balance at beginning of year	\$ 22,729	\$ 11,760	\$ 9,402
Increases related to prior year tax positions	875	5,066	—
Decreases related to prior year tax positions	(382)	—	—
Increases related to current year tax positions	5,174	5,903	2,358
Balance at end of year	<u>\$ 28,396</u>	<u>\$ 22,729</u>	<u>\$ 11,760</u>

Included in the balance of uncertain tax positions as of January 1, 2012, and January 2, 2011 are \$23.4 million and \$18.3 million, respectively, of net unrecognized tax benefits that, if recognized, would reduce the Company's effective income tax rate in future periods.

The Company does not expect its uncertain tax positions to change significantly over the next 12 months. Any interest and penalties related to uncertain tax positions are reflected in income tax expense. During 2011, the Company recognized expenses of \$1.1 million related to potential interest and penalties on uncertain tax positions. A minimal amount was recognized in 2010 for potential interest and penalties on uncertain tax positions. The Company recorded a liability for potential interest and penalties of \$1.2 million as of January 1, 2012 and the liability was minimal as of January 2, 2011. Tax years 1997 to 2011 remain subject to future examination by the major tax jurisdictions in which the Company is subject to tax.

#### **14. Employee Benefit Plans**

##### ***Retirement Plan***

The Company has a 401(k) savings plan covering substantially all of its employees. Company contributions to the plan are discretionary. During the years ended January 1, 2012, January 2, 2011, and January 3, 2010, the Company made matching contributions of \$5.3 million, \$4.2 million, and \$3.3 million, respectively.

##### ***Deferred Compensation Plan***

The Company adopted the Illumina, Inc. Deferred Compensation Plan (the Plan) that became effective January 1, 2008. Eligible participants, which include the Company's senior level employees and members of the board of directors, can contribute up to 80% of their base salary and 100% of all other forms of compensation into the Plan, including bonus, equity awards, commission, and director fees. The Company has agreed to credit the participants' contributions with earnings that reflect the performance of certain independent investment funds. On a discretionary basis, the Company may also make employer contributions to participant accounts in any amount determined by the Company. The vesting schedules of employer contributions are at the sole discretion of the Compensation Committee. However, all employer contributions shall become 100% vested upon the occurrence of the participant's disability, death or retirement or a change in control of the Company. The benefits under this plan are unsecured. Participants are generally eligible to receive payment of their vested benefit at the end of their elected deferral period or after termination of their employment with the Company for any reason or at a later date to comply with the restrictions of Section 409A. As of January 1, 2012, no employer contributions were made to the Plan.

In January 2008, the Company also established a rabbi trust for the benefit of the participants under the Plan. In accordance with authoritative guidance related to consolidation of variable interest entities and accounting for deferred compensation arrangements where amounts earned are held in a rabbi trust and invested, the Company has included the assets of the rabbi trust in its consolidated balance sheet since the trust's inception. As of January 1, 2012 and January 2, 2011, the assets of the trust were \$10.8 million and \$6.4 million, respectively, and liabilities of the Company were \$9.0 million and \$5.3 million, respectively. The assets and liabilities are classified as other assets and accrued liabilities, respectively, on the Company's consolidated balance sheets. Changes in the values of the assets held by the rabbi trust are recorded in other (expense) income, net in the consolidated statement of income, and changes in the values of the deferred compensation liabilities are recorded in selling, general and administrative expenses.

## 15. Segment Information, Geographic Data, and Significant Customers

The Company is organized in two operating segments: Life Sciences and Diagnostics. Life Sciences operating segment includes all products and services related to the research market, namely the product lines based on the Company's sequencing, BeadArray, VeraCode, and real-time PCR technologies. The Diagnostics operating segment focuses on the emerging opportunity in molecular diagnostics. During all periods presented, the Diagnostics operating segment had limited activity. Accordingly, the Company's operating results for both units were reported on an aggregate basis as one reportable segment. The Company will begin reporting in two segments once revenues, operating profit or loss, or assets of the Diagnostics operating segment exceeds 10% of the consolidated amounts.

The Company had revenue in the following regions for the years ended January 1, 2012, January 2, 2011, and January 3, 2010 (in thousands):

	Years Ended		
	January 1, 2012	January 2, 2011	January 3, 2010
United States	\$ 528,723	\$ 498,981	\$ 347,195
United Kingdom	67,578	60,521	55,854
Other European countries	210,393	163,062	140,931
Asia-Pacific	197,005	143,441	96,396
Other markets	51,836	36,736	25,948
Total	<u>\$ 1,055,535</u>	<u>\$ 902,741</u>	<u>\$ 666,324</u>

Net revenues are attributable to geographic areas based on the region of destination.

The majority of our product sales consist of consumables and instruments. For the years ended January 1, 2012, January 2, 2011, and January 3, 2010, consumable sales represented 56%, 56%, and 59%, respectively, of total revenues and instrument sales comprised 35%, 36%, and 34%, respectively, of total revenues. The Company's customers include leading genomic research centers, academic institutions, government laboratories, and clinical research organizations, as well as pharmaceutical, biotechnology, agrigenomics, and consumer genomics companies. The Company had no customers that provided more than 10% of total revenue in the years ended January 1, 2012, January 2, 2011, and January 3, 2010.

**ILLUMINA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Net long-lived assets exclude goodwill and other intangible assets since they are not allocated on a geographic basis. The Company had net long-lived assets consisting of property and equipment in the following regions as of January 1, 2012 and January 2, 2011 (in thousands):

	January 1, 2012	January 2, 2011
United States	\$ 94,624	\$ 75,050
United Kingdom	22,642	26,578
Singapore	14,673	14,739
Other countries	11,544	13,507
Total	<u>\$ 143,483</u>	<u>\$ 129,874</u>

**16. Quarterly Financial Information (unaudited)**

The following financial information reflects all normal recurring adjustments, except as noted below, which are, in the opinion of management, necessary for a fair statement of the results and cash flows of interim periods. All quarters for fiscal years 2011 and 2010 ended January 1, 2012 and January 2, 2011, respectively were 13 weeks. Summarized quarterly data for fiscal years 2011 and 2010 are as follows (in thousands except per share data):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2011:</b>				
Total revenue	\$ 282,515	\$ 287,450	\$ 235,499	\$ 250,071
Gross profit	188,041	193,356	157,115	170,586
Net income	24,137	30,620	20,151	11,720
Net income per share, basic	0.19	0.25	0.17	0.10
Net income per share, diluted	0.16	0.22	0.15	0.09
<b>2010:</b>				
Total revenue	\$ 192,131	\$ 212,003	\$ 237,309	\$ 261,298
Gross profit	132,178	146,091	157,145	166,126
Net income	21,208	29,796	35,447	38,440
Net income per share, basic	0.18	0.24	0.28	0.31
Net income per share, diluted	0.16	0.21	0.24	0.25

**17. Subsequent Event**

On January 27, 2012, CKH Acquisition Corporation, a Delaware corporation and an indirect wholly-owned subsidiary of Roche Holding Ltd, a joint stock company organized under the laws of Switzerland (together, "Roche"), commenced an unsolicited tender offer (the "Offer") to purchase all outstanding shares of common stock of the Company for \$44.50 per share. As more fully described in the Company's Solicitation/Recommendation on Schedule 14D-9 filed with the SEC on February 7, 2012 in response to the Offer, the Board of Directors unanimously recommended that the Company's stockholders reject the Roche offer and not tender their shares to Roche for purchase.

**ITEM 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**ITEM 9A. 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 U.S. generally accepted accounting principles. We also maintain internal controls and procedures to ensure that we comply with applicable laws and our established financial policies.

Based on management's evaluation (under the supervision and with the participation of our chief executive officer (CEO) and chief financial officer (CFO)), as of the end of the period covered by this report, our CEO and CFO concluded that 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 (the Exchange Act)), are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

During the fourth quarter of 2011, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that materially affected or are reasonably likely to materially affect internal control over financial reporting.

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 fourth quarter of 2011 and that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. The evaluation did not identify any such change.

#### **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was effective as of January 1, 2012. The effectiveness of our internal control over financial reporting as of January 1, 2012 has been audited by Ernst & Young LLP, an independent registered accounting firm, as stated in their report which is included herein.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of  
Illumina, Inc.

We have audited Illumina, Inc.'s internal control over financial reporting as of January 1, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Illumina, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Illumina, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 1, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Illumina, Inc. as of January 1, 2012 and January 2, 2011, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three fiscal years in the period ended January 1, 2012 of Illumina, Inc. and our report dated February 23, 2012 expressed an unqualified opinion thereon.

/s/ E RNST & Y OUNG LLP

San Diego, California  
February 23, 2012

**ITEM 9B. *Other Information.***

None.

**PART III**

**ITEM 10. *Directors, Executive Officers, and Corporate Governance.***

(a) Identification of Directors. Information concerning our directors is incorporated by reference from the section entitled “Proposal One: Election of Directors,” “Information About Directors,” “Director Compensation,” and “Board of Directors and Corporate Governance” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

(b) Identification of Executive Officers. Information concerning our executive officers is incorporated by reference from the section entitled “Executive Officers” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

(c) Compliance with Section 16(a) of the Exchange Act. Information concerning compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference from the section entitled “Section 16(a) Beneficial Ownership Reporting Compliance” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

(d) Information concerning the audit committee financial expert as defined by the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002 is incorporated by reference from the section entitled “Board of Directors and Corporate Governance” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

**Code of Ethics**

We have adopted a code of ethics for our directors, officers, and employees, which is available on our website at [www.illumina.com](http://www.illumina.com) in the Corporate Governance portal of the Investor Relations section under “Company.” A copy of the Code of Ethics is available in print free of charge to any stockholder who requests a copy. Interested parties may address a written request for a printed copy of the Code of Ethics to: Corporate Secretary, Illumina, Inc., 5200 Illumina Way, San Diego, California 92122. We intend to satisfy the disclosure requirement regarding any amendment to, or a waiver from, a provision of the Code of Ethics for our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on our website. The information on, or that can be accessed from, our website is not incorporated by reference into this report.

**ITEM 11. *Executive Compensation.***

Information concerning executive compensation is incorporated by reference from the sections entitled “Compensation Discussion and Analysis,” “Director Compensation,” and “Executive Compensation” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

**ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

Information concerning the security ownership of certain beneficial owners and management and information covering securities authorized for issuance under equity compensation plans is incorporated by reference from the sections entitled “Stock Ownership of Principal Stockholders and Management,” “Executive Compensation,” and “Equity Compensation Plan Information” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

**ITEM 13. *Certain Relationships and Related Transactions, and Director Independence.***

Information concerning certain relationships and related transactions, and director independence is incorporated by reference from the sections entitled “Proposal One: Election of Directors,” “Information About Directors,” “Director Compensation,” “Executive Compensation,” and “Certain Relationships and Related Party Transactions” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

**ITEM 14.            *Principal Accountant Fees and Services.***

Information concerning principal accountant fees and services is incorporated by reference from the sections entitled “Proposal Two: Ratification of Appointment of Independent Registered Public Accounting Firm” and “Independent Registered Public Accountants” to be contained in our definitive Proxy Statement with respect to our 2012 Annual Meeting of Stockholders to be filed with the SEC no later than April 30, 2012.

**PART IV**

**ITEM 15.            *Exhibits, Financial Statement Schedules.***

1. *Financial Statements:* See “Index to Consolidated Financial Statements” in Part II, Item 8 of this Form 10-K.
2. *Financial Statement Schedule:* See “Schedule II — Valuation and Qualifying Accounts and Reserves” in this section of this Form 10-K.
3. *Exhibits:* The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Form 10-K.

**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**

	<b>Balance at Beginning of Period</b>	<b>Additions Charged to Expense/ Revenue(1)</b>	<b>Deductions(2)</b>	<b>Balance at End of Period</b>
	<b>(In thousands)</b>			
<b>Year ended January 1, 2012</b>				
Allowance for doubtful accounts	\$ 1,686	4,201	(1,890)	\$ 3,997
Reserve for inventory	12,273	14,160	(11,935)	14,498
<b>Year ended January 2, 2011</b>				
Allowance for doubtful accounts	\$ 1,398	341	(53)	\$ 1,686
Reserve for inventory	10,597	9,559	(7,883)	12,273
<b>Year ended January 3, 2010</b>				
Allowance for doubtful accounts	\$ 1,138	828	(568)	\$ 1,398
Reserve for inventory	6,431	8,403	(4,237)	10,597

- (1) Additions to the allowance for doubtful accounts and reserve for inventory are charged to selling, general and administrative expense and cost of product revenue respectively.
- (2) Deductions for allowance for doubtful accounts and reserve for inventory are for accounts receivable written off and disposal of obsolete inventory.

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
		<b>Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing Date</b>	
3.1	Amended and Restated Certificate of Incorporation	8-K	000-30361	3.1	9/23/2008	
3.2	Amended and Restated Bylaws	8-K	000-30361	3.2	4/27/2010	
3.3	Certificate of Designations of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of the State of Delaware on January 26, 2012	8-K	000-30361	3.1	1/26/2012	
4.1	Specimen Common Stock Certificate	S-1/A	333-33922	4.1	7/3/2000	
4.2	Rights Agreement, dated as of January 26, 2012, between Illumina, Inc. and Computershare Trust Company, N.A., as Rights Agent	8-K	000-30361	4.1	1/26/2012	
4.3	Indenture related to the 0.625% Convertible Senior Notes due 2014, dated as of February 16, 2007, between Illumina and The Bank of New York, as trustee	8-K	000-30361	4.1	2/16/2007	
4.4	Indenture related to the 0.25% Convertible Senior Notes due 2016, dated as of March 18, 2011, between Illumina and The Bank of New York Mellon Trust Company, N.A., as trustee	10-Q	000-30361	4.1	5/4/2011	
+10.1	Form of Indemnification Agreement between Illumina and each of its directors and executive officers	10-Q	000-30361	10.55	7/25/2008	
+10.2	Amended and Restated Change in Control Severance Agreement between Illumina and Jay T Flatley, dated October 22, 2008	10-K	000-30361	10.33	2/26/2009	
+10.3	Form of Change in Control Severance Agreement between Illumina and each of its executive officers	10-K	000-30361	10.34	2/26/2009	
+10.4	2000 Employee Stock Purchase Plan, as amended and restated through February 2, 2012					X
+10.5	2005 Stock and Incentive Plan, as amended and restated through April 22, 2010	S-8	333-168393	4.5	7/29/2010	
+10.6	Form of Restricted Stock Unit Agreement for Non-Employee Directors under 2005 Stock and Incentive Plan					X
+10.7	Form of Stock Option Agreement for Non-Employee Directors under 2005 Stock and Incentive Plan					X
+10.8	Form of Restricted Stock Unit Agreement for Employees under 2005 Stock and Incentive Plan					X
+10.9	Form of Stock Option Agreement for Employees under 2005 Stock and Incentive Plan					X
+10.10	New Hire Stock and Incentive Plan, as amended and restated through October 28, 2009	10-K	000-30361	10.7	2/26/2010	

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10.11	License Agreement, effective as of May 6, 1998, between Tufts University and Illumina	10-Q	000-30361	10.5	5/3/2007
+10.12	The Solexa Unapproved Company Share Option Plan	8-K	000-30361	99.3	11/26/2007
+10.13	The Solexa Share Option Plan for Consultants	8-K	000-30361	99.4	11/26/2007
+10.14	Solexa Limited Enterprise Management Incentive Plan	8-K	000-30361	99.5	11/26/2007
+10.15	Amended and Restated Solexa 2005 Equity Incentive Plan	10-K	000-30361	10.25	2/26/2009
+10.16	Amended and Restated Solexa 1992 Stock Option Plan	10-K	000-30361	10.26	2/26/2009
10.17	License Agreement, dated June 24, 2002, between Dade Behring Marburg GmbH and Illumina (with certain confidential portions omitted)	S-3/A	333-111496	10.23	3/2/2004
10.18	Non-exclusive License Agreement, dated January 24, 2002, between Amersham Biosciences Corp. and Illumina (with certain confidential portions omitted)	S-3/A	333-111496	10.24	3/2/2004
10.19	Amended and Restated Lease between BMR-9885 Towne Centre Drive LLC and Illumina for the 9885 Towne Centre Drive property, dated January 26, 2007	10-Q	000-30361	10.41	5/3/2007
10.20	Settlement and Cross License Agreement dated August 18, 2004 between Applera Corporation and Illumina (with certain confidential portions omitted)	10-Q	000-30361	10.27	11/12/2004
10.21	Collaboration Agreement, dated December 17, 2004, between Invitrogen Corporation and Illumina (with certain confidential portions omitted)	10-K	000-30361	10.28	3/8/2005
10.22	Joint Development and Licensing Agreement, dated May 15, 2006, between deCODE genetics, ehf. and Illumina (with certain confidential portions omitted)	10-Q	000-30361	10.32	8/2/2006
10.23	Lease between BMR-9885 Towne Centre Drive LLC and Illumina for the 9865 Towne Centre Drive property, dated January 26, 2007	10-Q	000-30361	10.42	5/3/2007
10.24	Settlement and Release Agreement between Affymetrix, Inc. and Illumina, dated January 9, 2008	10-K	000-30361	10.44	2/26/2008
10.25	Confirmation of Convertible Bond Hedge Transaction, dated February 12, 2007, by and between Illumina and Goldman, Sachs & Co.	8-K	000-30361	10.1	2/16/2007
10.26	Confirmation of Convertible Bond Hedge Transaction, dated February 12, 2007, by and between Illumina and Deutsche Bank AG London	8-K	000-30361	10.2	2/16/2007
10.27	Confirmation Issuer Warrant Transaction, dated February 12, 2007, by and between Illumina and Goldman, Sachs & Co.	8-K	000-30361	10.3	2/16/2007
10.28	Confirmation Issuer Warrant Transaction, dated February 12, 2007, by and between Illumina and Deutsche Bank AG London	8-K	000-30361	10.4	2/16/2007

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10.29	Amendment to the Confirmation of Issuer Warrant Transaction, dated February 13, 2007, by and between Illumina and Goldman, Sachs & Co.	8-K	000-30361	10.5	2/16/2007	
10.30	Amendment to the Confirmation of Issuer Warrant Transaction, dated February 13, 2007, by and between Illumina and Deutsche Bank AG London	8-K	000-30361	10.6	2/16/2007	
10.31	Lease Agreement, dated December 30, 2010, between ARE-SD Region No. 32, LLC and Illumina	10-K	000-30361	10.35	2/28/2011	
+10.32	Deferred Compensation Plan, effective December 1, 2007	14D-9	005-60457	99(e)(6)	2/7/2012	
21.1	Subsidiaries of Illumina					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on the signature page)					X
31.1	Certification of Jay T. Flatley pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Marc A. Stapley pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
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					X
32.2	Certification of Marc A. Stapley pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase					X
101.LAB	XBRL Taxonomy Extension Label Linkbase					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase					X

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+ Management contract or corporate plan or arrangement

## **Supplemental Information**

No Annual Report to stockholders or proxy materials has been sent to stockholders as of the date of this report. The Annual Report to stockholders and proxy material will be furnished to our stockholders subsequent to the filing of this Annual Report on Form 10-K and we will furnish such material to the SEC at that time.



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<u>/s/ J AY T. F LATLEY</u> Jay T. Flatley	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2012
<u>/s/ Marc A. Stapley</u> Marc A. Stapley	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2012
<u>/s/ WILLIAM H. RASTETTER</u> William H. Rastetter	Chairman of the Board of Directors	February 23, 2012
<u>/s/ A. B LAINE B OWMAN</u> A. Blaine Bowman	Director	February 23, 2012
<u>/s/ DANIEL M. BRADBURY</u> Daniel M. Bradbury	Director	February 23, 2012
<u>/s/ K ARIN E ASTHAM</u> Karin Eastham	Director	February 23, 2012
<u>/s/ PAUL GRINT</u> Paul Grint	Director	February 23, 2012
<u>/s/ Gerald Möller</u> Gerald Möller	Director	February 23, 2012
<u>/s/ D AVID R. W ALT</u> David R. Walt	Director	February 23, 2012
<u>/s/ ROY WHITFIELD</u> Roy Whitfield	Director	February 23, 2012

ILLUMINA, INC.

**2000 EMPLOYEE STOCK PURCHASE PLAN**

**As Amended and Restated February 2, 2012**

The following constitute the provisions of the 2000 Employee Stock Purchase Plan of Illumina, Inc.

1. **Purpose.** The purpose of the Purchase Plan is to provide Employees of the Company and its Designated Companies with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions. It is the intention of the Company to have the Purchase Plan qualify as an "Employee Stock Purchase Plan" under Section 423 of the Code, although the Company makes no undertaking or representation to maintain such qualification. The provisions of the Purchase Plan, accordingly, shall be construed so as to extend and limit participation in a manner consistent with the requirements of that section of the Code. In addition, the Purchase Plan authorizes the purchase of Common Stock under a Non-423(b) Component, pursuant to rules, procedures or sub-plans adopted by the Board and designed to achieve tax, securities law or other objectives.

2. **Definitions.**

(a) **"Affiliate"** shall mean any entity, other than a Subsidiary, in which the Company has an equity or other ownership interest.

(b) **"Board"** shall mean the Board of Directors of the Company or any committee thereof designated by the Board of Directors of the Company in accordance with Section 14 of the Purchase Plan.

(c) **"Code"** shall mean the Internal Revenue Code of 1986, as amended.

(d) **"Code Section 423(b) Plan"** shall mean an employee stock purchase plan which is designed to meet the requirements set forth in Section 423(b) of the Code, as amended. The provisions of the Code Section 423(b) Plan should be construed, administered and enforced in accordance with Section 423(b) of the Code.

(e) **"Common Stock"** shall mean the common stock of the Company.

(f) **"Company"** shall mean Illumina, Inc., a Delaware corporation and any Designated Subsidiary of the Company.

(g) **"Compensation"** shall mean all base straight time gross earnings, but exclusive of commissions, payments for overtime, shift premium, incentive compensation, incentive payments, bonuses and other compensation, unless otherwise determined by the Board. Such Compensation shall be calculated before deduction of (i) any income or employment tax withholdings or (ii) any contributions made by the participant to any Code Section 401(k) salary deferral plan or any Code Section 125 cafeteria benefit program now or hereafter established by the Company or any of its Subsidiaries. The Board shall have the discretion to determine what constitutes Compensation for Employees outside of the United States.

(h) **"Designated Company"** shall mean any Subsidiary or Affiliate that has been designated by the Board from time to time in its sole discretion as eligible to participate in the Purchase Plan. For purposes of the Code Section 423(b) Plan, only the Company and its Subsidiaries may be Designated Companies, provided, however, that at any given time, a Subsidiary that is a Designated Company under the Code Section 423(b) Plan shall not be a Designated Company under the Non-423(b) Plan.

(i) **"Employee"** shall mean any individual whose customary employment with the Company or a Designated Company for tax purposes is at least twenty (20) hours per week for more than five (5) months in any calendar year. Under the Non-423(b) Component, the definition may also include an individual whose customary employment with the Company or a Designated Company for tax purposes is less than twenty (20) hours per week or for less than five (5) months in any calendar year.

(j) **"Enrollment Date"** shall mean the first Trading Day of each Offering Period.

(k) “**Exercise Date**” shall mean the first Trading Day in February and August of each year.

(l) “**Fair Market Value**” shall mean, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange or a national market system, including without limitation the Nasdaq National Market or The Nasdaq SmallCap Market of The Nasdaq Stock Market, its Fair Market Value shall be the closing selling price per share for such stock (or the closing bid, if no sales were reported) as quoted on such exchange or system on the date of determination, as reported in *The Wall Street Journal* or such other source as the Board deems reliable;

(ii) If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, its Fair Market Value shall be the mean of the closing bid and asked prices for the Common Stock on the date of determination, as reported in *The Wall Street Journal* or such other source as the Board deems reliable;

(iii) In the absence of an established market for the Common Stock, the Fair Market Value thereof shall be determined in good faith by the Board; or

(iv) For purposes of the Enrollment Date of the first Offering Period under the Purchase Plan, the Fair Market Value shall be the initial price per share at which the Common Stock was sold pursuant to the underwriting agreement for the Company’s initial public offering of the Common Stock.

(m) “**Non-423(b) Plan**” shall mean an employee stock purchase plan which is not intended to meet the requirements set forth in Section 423(b) of the Code.

(n) “**Offering Periods**” shall mean the periods of approximately twelve (12) months during which an option granted pursuant to the Purchase Plan may be exercised, commencing on the first Trading Day in February and August each year and terminating on the first Trading Day in February or August which is approximately twelve months later. The duration and timing of Offering Periods may be changed pursuant to Section 4 of this Purchase Plan.

(o) “**Purchase Plan**” shall mean this 2000 Employee Stock Purchase Plan, which includes a Code Section 423(b) Plan and a Non-423(b) Plan.

(p) “**Purchase Period**” shall mean the approximately six month period commencing on one Exercise Date and ending with the next Exercise Date.

(q) “**Purchase Price**” shall mean 85% of the Fair Market Value of a share of Common Stock on the Enrollment Date or on the Exercise Date, whichever is lower; *provided, however*, that the Purchase Price may be adjusted by the Board pursuant to Section 20.

(r) “**Reserves**” shall mean the number of shares of Common Stock covered by each option under the Purchase Plan which have not yet been exercised and the number of shares of Common Stock which have been authorized for issuance under the Purchase Plan but not yet placed under option.

(s) “**Subsidiary**” shall mean a corporation, domestic or foreign, of which not less than 50% of the voting shares are held by the Company or a Subsidiary, whether or not such corporation now exists or is hereafter organized or acquired by the Company or a Subsidiary.

(t) “**Trading Day**” shall mean a day on which national stock exchanges and the Nasdaq System are open for trading.

### 3. **Eligibility.**

(a) Any Employee who shall be employed by the Company or a Designated Company on a given Enrollment Date shall be eligible to participate in the Purchase Plan.

(b) Any provisions of the Purchase Plan to the contrary notwithstanding, no Employee shall be granted an option under the Purchase Plan (i) to the extent that, immediately after the grant, such Employee (or any other person whose stock would be attributed to such Employee pursuant to Section 424(d) of the Code) would own capital stock of the Company and/or hold outstanding options to purchase such stock possessing five percent (5%) or more of the total combined voting power or value of all classes of the capital stock of the Company or of any Subsidiary, or (ii) to the extent that his or her rights to purchase stock under all employee stock purchase plans of the Company and its subsidiaries accrues at a rate which exceeds Twenty-Five Thousand Dollars (US\$25,000) worth of stock (determined under Section 423 of the Code at the fair market value of the shares at the time such option is granted) for each calendar year in which such option is outstanding at any time.

4. **Offering Periods.** The Purchase Plan shall be implemented by consecutive, overlapping Offering Periods with a new Offering Period commencing on the first Trading Day in February and August each year, or on such other date as the Board shall determine, and continuing thereafter until terminated in accordance with Section 20 hereof. The Board shall have the power to change the duration of Offering Periods (including the commencement dates thereof) with respect to future offerings without stockholder approval if such change is announced at least five (5) days prior to the scheduled beginning of the first Offering Period to be affected thereafter.

5. **Participation.**

(a) An eligible Employee may become a participant in the Purchase Plan by completing a subscription agreement authorizing payroll deductions in a form substantially similar to the form included in Exhibit A to this Purchase Plan and filing it with the Company prior to the applicable Enrollment Date. The Board, in its discretion, may decide that an Employee may submit contributions to the Purchase Plan by means other than payroll deductions.

(b) Once an eligible Employee becomes a participant in the Purchase Plan, such individual shall remain a participant until he or she terminates such participation as provided in Section 10 hereof, the Purchase Plan terminates or the participant loses his or her status as an Employee.

(c) An eligible Employee may be enrolled in only one Offering Period at a time.

6. **Payroll Deductions/Contributions.**

(a) At the time a participant files his or her subscription agreement, he or she shall elect to contribute to the Purchase Plan (in the form of payroll deductions or otherwise) on each pay day during the Offering Period in an amount not exceeding fifteen percent (15%) of the Compensation which he or she receives on each pay day during the Offering Period; *provided, however* that should a pay day occur on an Exercise Date, a participant shall have the contributions made on such day applied to his or her account under the new Offering Period or Purchase Period, as the case may be.

(b) All contributions made for a participant shall be credited to his or her account under the Purchase Plan and shall be made in whole percentages only. A participant may not make any additional payments into such account unless required to comply with local law.

(c) A participant may discontinue his or her participation in the Purchase Plan as provided in Section 10 hereof, or may decrease the rate of his or her payroll deductions or other contributions during the Offering Period by completing or filing with the Company a new subscription agreement authorizing a change in payroll deduction or contribution rate. The Company may, in its discretion, limit the nature and/or number of participation rate changes during any Offering Period, and may establish such other conditions or limitations as it deems appropriate for Purchase Plan administration. The change in rate shall be effective with the first full payroll period following five (5) business days after the Company's receipt of the new subscription agreement unless the Company elects to process a given change in participation more quickly. A participant's subscription agreement shall remain in effect for successive Offering Periods unless terminated as provided in Section 10 hereof.

(d) If by reason of the limitations set forth in Sections 3(b), 7 and 13(a) or in any sub-plan to the Purchase Plan, any option of a Participant does not accrue for a particular Purchase Period, then the contributions that the Participant made during that Purchase Period with respect to such option shall be promptly refunded. In addition, to the extent necessary to comply with

Section 423(b)(8) of the Code and Section 3(b) hereof, a participant's contributions may be decreased to one percent (1%) at any time during a Purchase Period. Contributions shall recommence at the rate provided in such participant's subscription agreement at the beginning of the first Purchase Period which is scheduled to end in the following calendar year, unless terminated by the participant as provided in Section 10 hereof.

(e) At the time the option is exercised, in whole or in part, at the time some or all of the Company's Common Stock issued under the Purchase Plan is disposed of, or at any other taxable or tax withholding event, as applicable, the participant must make adequate provision for the Company's or a Subsidiary's or Affiliate's applicable tax withholding obligations, if any, which arise upon the taxable or tax withholding event, as applicable. At any time, the Company or a Subsidiary or Affiliate may, but shall not be obligated to, withhold from the participant's compensation the amount necessary for the Company or a Subsidiary or Affiliate to meet applicable withholding obligations, including any withholding required to make available to the Company or a Subsidiary or Affiliate any tax deductions or benefits attributable to sale or early disposition of Common Stock by the Employee. Furthermore, the Company or a Subsidiary or Affiliate may satisfy any tax withholding obligations by any other means set forth in the applicable subscription agreement.

7. **Grant of Option.** On the Enrollment Date of each Offering Period, each eligible Employee participating in such Offering Period shall be granted an option to purchase on each Exercise Date during such Offering Period (at the applicable Purchase Price) up to a number of whole shares of the Company's Common Stock determined by dividing such Employee's contributions accumulated prior to such Exercise Date and retained in the Participant's account as of the Exercise Date by the applicable Purchase Price; provided that in no event shall an Employee be permitted to purchase during each Purchase Period more than 50,000 shares of the Company's Common Stock (subject to any adjustment pursuant to Section 19 taking place after the date of this Purchase Plan), and provided further that such purchase shall be subject to the limitations set forth in Sections 3(b) and 13 hereof or in any sub-plan to the Purchase Plan. The Board may, for future Offering Periods, increase or decrease, in its absolute discretion, the maximum number of shares of the Company's Common Stock an Employee may purchase during each Purchase Period of such Offering Period. Exercise of the option shall occur as provided in Section 8 hereof, unless the participant has withdrawn pursuant to Section 10 hereof. The option shall expire on the last day of the Offering Period.

8. **Exercise of Option.**

(a) Unless a participant withdraws from the Purchase Plan as provided in Section 10 hereof, his or her option for the purchase of shares shall be exercised automatically on the Exercise Date, and the maximum number of full shares subject to option shall be purchased for such participant at the applicable Purchase Price with the accumulated contributions in his or her account. No fractional shares shall be purchased; any contributions accumulated in a participant's account immediately following the most recent Exercise Date that are not sufficient to purchase a full share shall be returned to the participant after such Exercise Date. Any other monies left over in a participant's account after the Exercise Date shall be returned to the participant. During a participant's lifetime, a participant's option to purchase shares hereunder is exercisable only by him or her.

(b) If the Board determines that, on a given Exercise Date, the number of shares with respect to which options are to be exercised may exceed (i) the number of shares of Common Stock that were available for sale under the Purchase Plan on the Enrollment Date of the applicable Offering Period, or (ii) the number of shares available for sale under the Purchase Plan on such Exercise Date, the Board may in its sole discretion (x) provide that the Company shall make a pro rata allocation of the shares of Common Stock available for purchase on such Enrollment Date or Exercise Date, as applicable, in as uniform a manner as shall be practicable and as it shall determine in its sole discretion to be equitable among all participants exercising options to purchase Common Stock on such Exercise Date, and continue all Offering Periods then in effect, or (y) provide that the Company shall make a pro rata allocation of the shares available for purchase on such Enrollment Date or Exercise Date, as applicable, in as uniform a manner as shall be practicable and as it shall determine in its sole discretion to be equitable among all participants exercising options to purchase Common Stock on such Exercise Date, and terminate any or all Offering Periods then in effect pursuant to Section 20 hereof. The Company may make pro rata allocation of the shares available on the Enrollment Date of any applicable Offering Period pursuant to the preceding sentence, notwithstanding any authorization of additional shares for issuance under the Purchase Plan by the Company's stockholders subsequent to such Enrollment Date.

9. **Delivery.** As promptly as practicable after each Exercise Date on which a purchase of shares occurs, the Company shall arrange the delivery to each participant, as appropriate, of a certificate or the electronic equivalent representing the shares purchased upon exercise of his or her option.

10. **Withdrawal.**

(a) A participant may withdraw all but not less than all the contributions credited to his or her account and not yet used to exercise his or her option under the Purchase Plan at any time by giving written notice to the Company in a form substantially similar to the form included in Exhibit B to this Purchase Plan. All of the participant's contributions credited to his or her account shall be paid to such participant promptly after receipt of notice of withdrawal and such participant's option for the Offering Period shall be automatically terminated, and no further contributions for the purchase of shares shall be made for such Offering Period. If a participant withdraws from an Offering Period, contributions may not resume at the beginning of the succeeding Offering Period unless the participant delivers to the Company a new subscription agreement.

(b) A participant's withdrawal from an Offering Period shall not have any effect upon his or her eligibility to participate in any similar plan which may hereafter be adopted by the Company or in succeeding Offering Periods which commence after the termination of the Offering Period from which the participant withdraws.

#### 11. **Termination of Option.**

(a) Upon a participant's ceasing to be an Employee, for any reason, he or she shall be deemed to have elected to withdraw from the Purchase Plan and the contributions credited to such participant's account during the Offering Period but not yet used to exercise the option shall be returned to such participant or, in the case of his or her death, to the person or persons entitled thereto under Section 15 hereof, and such participant's option shall be automatically terminated.

(b) Should the participant cease to be an Employee by reason of an approved unpaid leave of absence, then the participant shall have the right, exercisable up until the last business day of the Purchase Period in which such leave commences, to (i) withdraw all the contributions collected for that Purchase Period or (ii) have such funds held for the purchase of shares on his or her behalf on the next scheduled Exercise Date. Upon the participant's return to active service (A) within ninety (90) days following the commencement of such leave or (B) prior to the expiration of any longer period for which such participant's right to reemployment with the Company or a Subsidiary or Affiliate is guaranteed by statute or contract, his or her contributions under the Purchase Plan shall automatically resume at the rate in effect at the time the leave began, unless the participant withdraws from the Purchase Plan prior to his or her return. An individual who returns to active employment following a leave of absence that exceeds in duration the applicable (A) or (B) time period will be treated as a new Employee for purposes of subsequent participation in the Purchase Plan and must accordingly re-enroll in the Purchase Plan (by making a timely filing of the prescribed enrollment forms) on or before the next Enrollment Date.

12. **Interest.** No interest shall accrue on the payroll deductions of a participant in the Purchase Plan, unless required by applicable law.

#### 13. **Stock.**

(a) Subject to adjustment upon changes in capitalization of the Company as provided in Section 19 hereof taking place after the date of this Purchase Plan, the maximum number of shares of the Company's Common Stock which shall be made available for sale under the Purchase Plan shall be 2,917,892 shares, which consists of the (i) 1,000,000 shares initially reserved under the Purchase Plan and (ii) the 1,917,892 share automatic increase for the fiscal year 2001 pursuant to Section 13(b) below. The Board determined that no automatic increase would take effect for the fiscal year 2002 pursuant to Section 13(b) below.

(b) The share reserve shall increase annually on the first day of each fiscal year of the Company, beginning for the fiscal year 2001 and ending for the fiscal year 2010, by the number of shares equal to the lesser of (i) 3,000,000 shares, (ii) 3% of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (iii) an amount determined by the Board.

(c) The participant shall have no interest or voting right in shares covered by his option until such option has been exercised.

(d) Shares to be delivered to a participant under the Purchase Plan shall be registered in the name of the participant or in the name of the participant and his or her spouse.

(e) All share numbers in this Section 13 give effect to a two-for-one stock split of Common Stock on September 22, 2008.

14. **Administration** . The Purchase Plan shall be administered by the Board or a committee of members of the Board appointed by the Board. The Board or its committee shall have full and exclusive discretionary authority to construe, interpret and apply the terms of the Purchase Plan, to determine eligibility and to adjudicate all disputed claims filed under the Purchase Plan.

In addition, the Board or its committee may adopt rules, procedures or sub-plans relating to the operation and administration of the Purchase Plan to accommodate the specific requirements of local laws and procedures for jurisdictions outside of the United States. Without limiting the generality of the foregoing, the Board or its committee is specifically authorized to adopt rules, procedures or sub-plans regarding eligibility to participate, the definition of Compensation, handling of payroll deductions, making of contributions to the Purchase Plan (including, without limitation, in forms other than payroll deductions), establishment of bank or trust accounts to hold payroll deductions, payment of interest, conversion of local currency, obligations to pay payroll tax, determination of beneficiary designation requirements, withholding procedures and handling of stock certificates which vary with local requirements.

Every finding, decision and determination made by the Board or its committee shall, to the full extent permitted by law, be final and binding upon all parties.

15. **Designation of Beneficiary**.

(a) Unless otherwise determined by the Board, a participant may file a written designation of a beneficiary who is to receive any shares and cash, if any, from the participant's account under the Purchase Plan in the event of such participant's death subsequent to an Exercise Date on which the option is exercised but prior to delivery to such participant of such shares and cash. In addition, unless otherwise determined by the Board, a participant may file a written designation of a beneficiary who is to receive any cash from the participant's account under the Purchase Plan in the event of such participant's death prior to exercise of the option. If a participant is married and the designated beneficiary is not the spouse, spousal consent shall be required for such designation to be effective.

(b) Unless otherwise determined by the Board, such designation of beneficiary may be changed by the participant at any time by written notice. In the event of the death of a participant and in the absence of a beneficiary validly designated under the Purchase Plan who is living at the time of such participant's death, the Company shall deliver such shares and/or cash to the executor or administrator of the estate of the participant, or if no such executor or administrator has been appointed (to the knowledge of the Company), the Company, in its discretion, may deliver such shares and/or cash to the spouse or to any one or more dependents or relatives of the participant, or if no spouse, dependent or relative is known to the Company, then to such other person as the Company may designate or determine to be the appropriate recipients of the shares and/or cash under applicable law.

16. **Transferability** . Neither contributions credited to a participant's account nor any rights with regard to the exercise of an option or to receive shares under the Purchase Plan may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, the laws of descent and distribution or as provided in Section 15 hereof) by the participant. Any such attempt at assignment, transfer, pledge or other disposition shall be without effect, except that the Company may treat such act as an election to withdraw funds from an Offering Period in accordance with Section 10 hereof.

17. **Use of Funds**. All contributions received or held by the Company under the Purchase Plan may be used by the Company for any corporate purpose, and the Company shall not be obligated to segregate such contributions, unless required by applicable law.

18. **Reports** . Individual accounts shall be maintained for each participant in the Purchase Plan. Statements of account shall be given to participating Employees at least annually, which statements shall set forth the amounts of contributions, the Purchase Price, the number of shares purchased and the remaining cash balance, if any.

19. **Adjustments Upon Changes in Capitalization, Dissolution, Liquidation, Merger or Asset Sale**.

(a) **Changes in Capitalization** . Subject to any required action by the stockholders of the Company, the Reserves (including the number of shares automatically added annually to the Purchase Plan pursuant to Section 13(a)(i)), the maximum number of shares each participant may purchase each Purchase Period (pursuant to Section 7), as well as the price per share

and the number of shares of Common Stock covered by each option under the Purchase Plan which has not yet been exercised shall be proportionately adjusted for any increase or decrease in the number of issued shares of Common Stock resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Common Stock, or any other increase or decrease in the number of shares of Common Stock effected without receipt of consideration by the Company; *provided, however* that conversion of any convertible securities of the Company shall not be deemed to have been “effected without receipt of consideration.” Such adjustment shall be made by the Board, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an option.

(b) **Dissolution or Liquidation**. In the event of the proposed dissolution or liquidation of the Company, the Offering Period then in progress shall be shortened by setting a new Exercise Date (the “New Exercise Date”), and shall terminate immediately prior to the consummation of such proposed dissolution or liquidation, unless provided otherwise by the Board. The New Exercise Date shall be before the date of the Company's proposed dissolution or liquidation. The Board shall notify each participant in writing, at least ten (10) business days prior to the New Exercise Date, that the Exercise Date for the participant's option has been changed to the New Exercise Date and that the participant's option shall be exercised automatically on the New Exercise Date, unless prior to such date the participant has withdrawn from the Offering Period as provided in Section 10 hereof.

(c) **Merger or Asset Sale**. In the event of a proposed sale of all or substantially all of the assets of the Company, or the merger of the Company with or into another corporation, each outstanding option shall be assumed or an equivalent option substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the option, any Purchase Periods then in progress shall be shortened by setting a new Exercise Date (the “New Exercise Date”) and any Offering Periods then in progress shall end on the New Exercise Date. The New Exercise Date shall be before the date of the Company's proposed sale or merger. The Board shall notify each participant in writing, at least ten (10) business days prior to the New Exercise Date, that the Exercise Date for the participant's option has been changed to the New Exercise Date and that the participant's option shall be exercised automatically on the New Exercise Date, unless prior to such date the participant has withdrawn from the Offering Period as provided in Section 10 hereof.

## 20. **Amendment or Termination**.

(a) The Board may at any time and for any reason terminate or amend the Purchase Plan. Except as provided in Section 19 hereof, no such termination can affect options previously granted, provided that an Offering Period may be terminated by the Board of Directors immediately following any Exercise Date if the Board determines that the termination of the Offering Period or the Purchase Plan is in the best interests of the Company and its stockholders. Except as provided in Section 19 and this Section 20 hereof, no amendment may make any change in any option theretofore granted which adversely affects the rights of any participant. To the extent necessary to comply with Section 423 of the Code (or any successor rule or provision or any other applicable law, regulation or stock exchange rule), the Company shall obtain stockholder approval in such a manner and to such a degree as required.

(b) Without stockholder consent and without regard to whether any participant rights may be considered to have been “adversely affected,” the Board shall be entitled to change the Offering Periods, limit the frequency and/or number of changes in the amount withheld during an Offering Period, establish the exchange ratio applicable to amounts withheld in a currency other than U.S. dollars, permit payroll withholding or contributing to the Purchase Plan in excess of the amount designated by a participant in order to adjust for delays or mistakes in the Company's processing of properly completed withholding elections, establish reasonable waiting and adjustment periods and/or accounting and crediting procedures to ensure that amounts applied toward the purchase of Common Stock for each participant properly correspond with amounts withheld from the participant's Compensation, and establish such other limitations or procedures as the Board (or its committee) determines in its sole discretion advisable which are consistent with the Purchase Plan.

(c) In the event the Board determines that the ongoing operation of the Purchase Plan may result in unfavorable financial accounting consequences, the Board may, in its discretion and, to the extent necessary or desirable, modify or amend the Purchase Plan to reduce or eliminate such accounting consequence including, but not limited to:

(i) altering the Purchase Price for any Offering Period including an Offering Period underway at the time of the change in Purchase Price;

(ii) shortening any Offering Period so that Offering Period ends on a new Exercise Date, including an Offering Period underway at the time of the Board action; and

(iii) allocating shares.

Such modifications or amendments shall not require stockholder approval or the consent of any Purchase Plan participants.

21. **Notices.** All notices or other communications by a participant to the Company under or in connection with the Purchase Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.

22. **Conditions Upon Issuance of Shares** . Shares shall not be issued with respect to an option unless the exercise of such option and the issuance and delivery of such shares pursuant thereto shall comply with all applicable provisions of law, domestic or foreign, including, without limitation, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, the rules and regulations promulgated thereunder, and the requirements of any stock exchange upon which the shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

As a condition to the exercise of an option, the Company may require the person exercising such option to represent and warrant at the time of any such exercise that the shares are being purchased only for investment and without any present intention to sell or distribute such shares if, in the opinion of counsel for the Company, such a representation is required by any of the aforementioned applicable provisions of law.

23. **Code Section 409A.** The Code Section 423(b) Plan is exempt from the application of Section 409A of the Code. The Non-423(b) Plan is intended to be exempt from Section 409A of the Code under the short-term deferral exception and any ambiguities shall be construed and interpreted in accordance with such intent. In the case of a participant who would otherwise be subject to Section 409A of the Code, to the extent an option to purchase shares of Common Stock or the payment, settlement or deferral thereof is subject to Section 409A of the Code, the option to purchase shares of Common Stock shall be granted, paid, exercised, settled or deferred in a manner that will comply with Section 409A of the Code, including the final regulations and other guidance issued with respect thereto, except as otherwise determined by the Board or a committee appointed by the Board. Notwithstanding the foregoing, the Company shall have no liability to a participant or any other party if the option to purchase Common Stock under the Purchase Plan that is intended to be exempt from or compliant with Section 409A of the Code is not so exempt or compliant or for any action taken by the Board with respect thereto.

24. **Term of Purchase Plan** . The Purchase Plan shall become effective on the effective date of the Registration Statement. Unless sooner terminated by the Board, the Purchase Plan shall terminate upon the earliest to occur of (a) the purchase of shares on the Exercise Date coincidental with the first Trading Day in August 2020, (ii) the date on which all shares available for issuance under the Purchase Plan shall have been sold pursuant to options exercised under the Purchase Plan or (iii) the date on which all options are exercised in connection with a dissolution or liquidation pursuant to Section 19(b) hereof or a merger or asset sale pursuant to Section 19(c) hereof. No further options shall be granted or exercised, and no further contributions shall be collected, under the Purchase Plan following such termination.

25. **Automatic Transfer to Low Price Offering Period.** To the extent permitted by any applicable laws, regulations, or stock exchange rules if the Fair Market Value of the Common Stock on any Exercise Date in an Offering Period is lower than the Fair Market Value of the Common Stock on the Enrollment Date for that Offering Period, then all participants in such Offering Period shall be automatically withdrawn from such Offering Period immediately after the exercise of their option on such Exercise Date and automatically enrolled in the new Offering Period beginning coincident with such Exercise Date.

26. **At Will Employment** . Nothing in the Purchase Plan shall confer upon the participant any right to continue in the employ of the Company or any Subsidiary or Affiliate for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company (or any Subsidiary or Affiliate employing such person) or of the participant, which rights are hereby expressly reserved by each, to terminate such person's employment at any time for any reason, with or without cause.

27. **Severability.** If any particular provision of this Purchase Plan is found to be invalid or unenforceable, such provision shall not affect the other provisions of the Purchase Plan, but the Purchase Plan shall be construed in all respects as if such invalid provision had been omitted.

28. **Governing Law** . Except to the extent that provisions of this Purchase Plan are governed by applicable provisions of the Code or any other substantive provision of federal law, this Purchase Plan shall be construed in accordance with, and shall be governed by, the substantive laws of the State of Delaware without regard to any provisions of Delaware law relating to the conflict of laws.

**ILLUMINA, INC.**  
**2005 STOCK AND INCENTIVE PLAN**  
**RESTRICTED STOCK UNIT AGREEMENT FOR NON-EMPLOYEE DIRECTORS**

This RESTRICTED STOCK UNIT AGREEMENT (this "Agreement") made as of this [DATE], between Illumina, Inc., a Delaware corporation (the "Company"), and [NAME] (a member of the Company's Board of Directors who is not an employee of the Company, the "Participant"), is made pursuant to the terms of the Company's 2005 Stock and Incentive Plan (the "Plan") and the Company's Deferred Compensation Plan (the "Deferred Compensation Plan").

Section 1. Definitions. Capitalized terms used herein but not defined shall have the meanings set forth in the Plan.

Section 2. Restricted Stock Unit Award. The Company hereby confirms the grant to the Participant of an award (the "Award") of restricted Stock Units (the "RSUs"). The RSUs are notional, non-voting units of measurement based on the Fair Market Value of the Common Stock, which will entitle the Participant to receive a payment, subject to the terms of the Plan, the Deferred Compensation Plan, and this Agreement, in Common Stock within thirty (30) days following the applicable Vesting Date (as defined below).

The number of RSUs subject to this Award and the effective date of such grant are as follows:

Number of RSUs Granted: [NUMBER]
Date of Grant: [DATE]

Section 3. Vesting Requirements. *[[FOR ANNUAL GRANTS]* The Award of RSUs will vest, if not previously forfeited, on the earlier to occur of (i) the one-year anniversary of the date of grant and (ii) the date immediately preceding the date of the Annual Meeting of the Company's stockholders for the year following the year of grant (the "Vesting Date")*[[FOR INITIAL GRANTS UPON JOINING THE BOARD]* The Award will vest over four years, if not previously forfeited, with 25% vesting at the end of the first year following the grant date of the Award, 25% vesting at the end of the second year following the grant date of the Award, 25% vesting at the end of the third year following the grant date of the Award, and 25% vesting at the end of the fourth year following the grant date of the Award (each a "Vesting Date").

Section 4. Termination of Service. In the event of the Participant's termination of service as a member of the Board of Directors of the Company for any reason prior to the Vesting Date, the any unvested portion of the Award shall be immediately forfeited and automatically canceled without further action of the Company. No Shares shall be issued or issuable with respect to any portion of the Award that terminates unvested and is forfeited.

Section 5. Payment of RSUs.

(a) General. Subject to the provisions of the Deferred Compensation Plan, payment in respect of the RSUs hereunder shall be made in Common Stock within thirty (30) days following the Vesting Date. The number of Shares to be distributed in respect of the RSUs will be determined in accordance with the terms of this Agreement and the Plan.

(b) Tax Obligations. Subject to the provisions of the Deferred Compensation Plan, the Participant shall be solely responsible for any and all federal, state and local taxes due with respect to the Award and any payment hereunder.

Section 6. Restrictions on Transfer. Subject to the provisions of the Deferred Compensation Plan, no portion of the Award may be sold, assigned, transferred, encumbered, hypothecated or pledged in any way by the Participant, other than to the

Company as a result of forfeiture of the Award as provided herein, unless and until the payment of the RSUs in accordance with Section 5(a) hereof.

Section 7. Limitation of Rights. The Participant shall not have any privileges of a shareholder of the Company with respect to the Common Stock payable hereunder, including without limitation any right to vote such Common Stock or to receive dividends or other distributions in respect thereof, until the date of the issuance to the Participant of a share certificate evidencing such Common Stock.

Section 8. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

Section 9. Binding Effect. This Agreement shall be binding upon and inure to the benefit of the legatees, distributees, and personal representatives of the Participant and the successors of the Company.

Section 10. Entire Agreement. The Plan, the Deferred Compensation Plan, and this Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof, and may not be modified adversely to the Participant's interest except by means of a writing signed by the Company and Participant.

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By your signature and the signature of the Company's representative below, you and the Company agree that this Award is granted under and governed by the terms and conditions of the Plan, the Deferred Compensation Plan, and this Agreement. Participant has reviewed the Plan, the Deferred Compensation Plan, and this Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of the Plan, the Deferred Compensation Plan, and this Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Compensation Committee of the Board of Directors of the Company upon any questions relating to the Plan, the Deferred Compensation Plan, and this Agreement. Participant further agrees to notify the head of the Company's Human Resources Department in writing upon any change in the residence address indicated below.

PARTICIPANT:

ILLUMINA, INC.

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ILLUMINA, INC.

2005 STOCK AND INCENTIVE PLAN

STOCK OPTION AGREEMENT

**AUTOMATIC GRANT FOR NONEMPLOYEE DIRECTOR**

All capitalized terms shall have the meaning assigned to them in the attached Appendix.

**I. NOTICE OF GRANT**

You have been granted an option to purchase shares of Common Stock of the Company, subject to the terms and conditions of the Plan and this Option Agreement, as follows:

Name of Optionee:

Grant Date:

Vesting Commencement Date:

Exercise Price per Share:

Number of Shares Subject to the Option:

Type of Option : **Nonstatutory Option**

Expiration Date:

Vesting Schedule: Subject to accelerated vesting as set forth below, this Option may be exercised, in whole or in part, in accordance with the following schedule:

*[[FOR ANNUAL GRANTS]* 100% of the Optioned Shares shall vest and become exercisable on the earlier of (i) the one year anniversary of the date of grant of this Option and (ii) the date immediately preceding the date of the annual meeting of the Company's stockholders for the year following the year of grant of this Option, subject to Optionee's continuing to be a Director on such date.]

*[[FOR INITIAL GRANTS UPON JOINING THE BOARD]* The Optioned Shares will vest over four years, if not previously forfeited, with 25% vesting at the end of the first year following the grant date of this Option and the remaining portion vesting monthly on an equal basis over the following 36 months.]

**II. AGREEMENT**

A. Grant of Option. The Optionee is hereby granted an Option to purchase the number of Shares set forth in the Notice of Grant at the per share Exercise Price set forth in the Notice of Grant, subject to the terms and conditions of the Plan, which is incorporated herein by reference.

## B. Exercise of Option.

1. Right to Exercise. This Option shall vest and become exercisable in one or more installments in accordance with the vesting schedule set out in the Notice of Grant and the applicable provisions of the Plan and this Option Agreement. As this Option becomes vested and exercisable for such installments, those installments shall accumulate, and this Option shall remain vested and exercisable for the accumulated installments until the Expiration Date or sooner termination under this Paragraph B. In no event may this Option be exercised for any fractional shares.

### 2. Post-Service Exercisability.

(a) Should Optionee cease to be a Director for any reason (other than death) while holding this Option, then Optionee shall have a period of twelve (12) months (commencing with the date of such cessation of service) during which to exercise this Option.

(b) Should Optionee die or cease to serve as a Director as a result of the Director's Disability while holding this Option, then the personal representative of Optionee's estate or the person or persons to whom this Option is transferred pursuant to Optionee's will or the laws of inheritance shall have the right to exercise this Option. However, if Optionee has designated one or more beneficiaries of this Option in a form acceptable to the Administrator, then those persons shall have the exclusive right to exercise this Option following Optionee's death. Any such right to exercise this Option shall lapse, and this Option shall cease to be outstanding, upon the expiration of the six (6)-month period measured from the date of Optionee's death or termination.

(c) During the limited period of post-service exercisability, this Option may not be exercised in the aggregate for more than the number of Optioned Shares for which this Option is exercisable at the time the Optionee ceases to be a Director. Upon the expiration of such limited exercise period or (if earlier) upon the Expiration Date, this Option shall terminate and cease to be outstanding for any exercisable Optioned Shares for which this Option has not been exercised. However, this Option shall, immediately upon Optionee's cessation as a Director for any reason, terminate and cease to be outstanding with respect to any Optioned Shares for which this Option is not otherwise at that time exercisable.

(d) In no event shall this Option be exercisable at any time after the Expiration Date.

### 3. Special Acceleration of Option.

(e) In the event of a Corporate Transaction, this Option shall be assumed or an equivalent option substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for this Option, the Optionee shall fully vest in and have the right to exercise this Option as to all of the Optioned Shares, including Optioned Shares for which this Option is not otherwise exercisable. If an Option becomes fully vested and exercisable in lieu of assumption or substitution in the event of a Corporate Transaction, the Administrator shall notify the Optionee in writing or electronically that this Option shall be fully vested and exercisable for a period of fifteen (15) days from the date of such notice, and this Option shall terminate upon the expiration of such period.

(a) This Option, to the extent it is assumed pursuant to this Paragraph 3(a), shall be appropriately adjusted, immediately after the Corporate Transaction, to apply to the number and class of securities which would have been issuable to the Optionee in consummation of such Corporate Transaction had this Option been exercised immediately prior to such Corporate Transaction. Appropriate adjustments to reflect such transaction shall also be made to the Exercise Price under each outstanding Option, provided the aggregate Exercise Price payable for such securities shall remain the same.

(b) This Option Agreement shall not in any way affect the right of the Company to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

4. Method of Exercise. This Option is exercisable through E\*Trade Optionslink. The Optionee will receive a welcome kit from E\*Trade explaining this service. No Shares shall be issued pursuant to the exercise of this Option unless such

issuance and exercise complies with Applicable Laws. Assuming such compliance, for income tax purposes the purchased Shares shall be considered transferred to the Optionee on the date this Option is exercised with respect to such purchased Shares.

5. Method of Payment. Payment of the aggregate Exercise Price shall be made through E\*Trade and may be by any of the following, or a combination thereof, at the election of the Optionee:

(a) cash;

(b) check;

(c) consideration received through a special sale and remittance procedure pursuant to which Optionee (or any other person or persons exercising the Option) shall concurrently provide irrevocable instructions (i) to E\*Trade to effect the immediate sale of the purchased Optioned Shares and remit to the Company, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate Exercise Price payable for the purchased Optioned Shares plus all applicable Federal, state and local income and employment or other taxes required to be withheld by the Company by reason of such exercise and (ii) to the Company to deliver the certificates for the purchased Optioned Shares directly to E\*Trade in order to complete the sale; or

(d) other Shares which, in the case of Shares acquired directly or indirectly from the Company, (i) have been owned by the Optionee for more than six (6) months on the date of surrender, and (ii) have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Optioned Shares for which this Option is exercised.

C. Non-Transferability of Option. This Option may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of Optionee only by the Optionee. However, Optionee may designate one or more persons as the beneficiary or beneficiaries of this Option, and this Option shall, in accordance with such designation, automatically be transferred to such beneficiary or beneficiaries upon the Optionee's death with holding this Option. Such beneficiary or beneficiaries shall take the transferred option subject to all the terms and conditions of this Agreement, including (without limitation) the limited time period during which this Option may be exercised following Optionee's death. The terms of the Plan and this Option Agreement shall be binding upon the executors, administrators, heirs, beneficiaries, successors and assigns of the Optionee.

D. Term of Option. This Option shall have a maximum term of ten (10) years measured from the Grant Date and shall expire at the close of business on the Expiration Date, unless sooner terminated. This Option may be exercised during such term only in accordance with the Plan and the terms of this Option Agreement.

E. Adjustment in Optioned Shares. Should any change be made to the Common Stock by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares or other change affecting the outstanding Common Stock as a class without the Company's receipt of consideration, appropriate adjustments shall be made to (1) the total number and/or class of securities subject to this Option and (2) the Exercise Price in order to reflect such change and thereby preclude a dilution or enlargement of benefits hereunder; provided that the aggregate Exercise Price shall remain the same.

F. Successors and Assigns. Except to the extent otherwise provided in this Option Agreement, the provisions of this Option Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns and Optionee, the legal representatives, heirs and legatees of Optionee's estate and any beneficiaries of this Option designated by Optionee.

G. Notices. Any notice required to be given or delivered to the Company under the terms of this Option Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to Optionee shall be in writing and addressed to Optionee at the address indicated below Optionee's signature line. All notices shall be deemed effective upon personal delivery or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

H. Entire Agreement; Construction; Governing Law. The Plan is incorporated herein by reference. The Plan and this Option Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Optionee with respect to the subject matter hereof, and may not be modified adversely to the Optionee's interest except by means of a writing signed by the Company and Optionee. Subject to Section 4(c) of the Plan, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Option Agreement,

the terms and conditions of the Plan shall prevail. This agreement is governed by the internal substantive laws, but not the choice of law rules, of California.

I. IMPAIRMENT OF RIGHTS.

NOTHING IN THIS OPTION AGREEMENT OR IN THE PLAN SHALL INTERFERE WITH OR OTHERWISE RESTRICT IN ANY WAY THE RIGHTS OF THE COMPANY AND THE COMPANY'S STOCKHOLDERS TO REMOVE OPTIONEE FROM THE BOARD AT ANY TIME IN ACCORDANCE WITH THE PROVISIONS OF APPLICABLE LAW.

By your signature and the signature of the Company's representative below, you and the Company agree that this Option is granted under and governed by the terms and conditions of the Plan and this Option Agreement. Optionee has reviewed the Plan and this Option Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Option Agreement and fully understands all provisions of the Plan and Option Agreement. Optionee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan and Option Agreement. Optionee further agrees to notify the Company upon any change in the residence address indicated below.

OPTIONEE:

\_\_\_\_\_  
ILLUMINA, INC.

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APPENDIX

The following definitions shall be in effect under this Option Agreement:

“Administrator” means the Board of Directors of the Company or any of committee of Directors appointed by the Board of Directors of the Company as shall be administering the Plan, in accordance with Section 4 of the Plan.

“Applicable Laws” means the requirements relating to the administration of stock option plans, the grant of options and the issuance of stock under U. S. state corporate laws, U.S. federal and state securities laws, the Code, any Nasdaq National Market, stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any other country or jurisdiction where Options are granted under the Plan, as such laws, rules, regulations and requirements shall be in place from time to time.

“Code” means the Internal Revenue Code of 1986, as amended.

“Common Stock” means the common stock of the Company.

“Company” means Illumina, Inc., a Delaware corporation.

“Consultant” means any natural person, including an advisor, engaged by the Company or a Parent or Subsidiary to render services to such entity.

“Corporate Transaction” means any of the following, unless the Administrator provides otherwise:

(i) any merger or consolidation in which the Company shall not be the surviving entity (or survives only as a subsidiary of another entity whose stockholders did not own all or substantially all of the Common Stock in substantially the same proportions as immediately prior to such transaction),

(ii) the sale of all or substantially all of the Company's assets to any other person or entity (other than a wholly-owned subsidiary),

(iii) the acquisition of beneficial ownership of a controlling interest (including, without limitation, power to vote) the outstanding shares of Common Stock by any person or entity (including a "group" as defined by or under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended),

(iv) a contested election of Directors, as a result of which or in connection with which the persons who were Directors before such election or their nominees (the "Incumbent Directors") cease to constitute a majority of the Board; provided however that if the election, or nomination for election by the Company's stockholders, of any new director was approved by a vote of at least fifty percent (50%) of the Incumbent Directors, such new Director shall be considered as an Incumbent Director, or

(v) any other event specified by the Board or a Committee, regardless of whether at the time an Option is granted or thereafter.

"Disability" means total and permanent disability as defined in Section 22(e)(3) of the Code.

"Employee" means any person employed by the Company or any Parent or Subsidiary of the Company. An Employee shall not be deemed to cease Employee status by reason of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, any Subsidiary, or any successor. For purposes of Incentive Stock Options, no such leave may exceed ninety days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then three (3) months following the 91<sup>st</sup> day of such leave any Incentive Stock Option held by the Optionee shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Nonstatutory Stock Option. Neither service as Director nor payment of a director's fee by the Company shall be sufficient to constitute "employment" by the Company.

"Exercise Price" means the price per Share that the Optionee shall be required to pay in order to purchase Shares pursuant to an exercise of his or her Option.

"Expiration Date" means the date set forth in the Notice of Grant, which is the date upon which this Option expires, if not terminated earlier in accordance with this Option Agreement and the Plan.

"Fair Market Value" means, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange or traded on a national market system, including without limitation the Nasdaq National Market or the Nasdaq SmallCap Market of The Nasdaq Stock Market, the Fair Market Value of a Share shall be the closing selling price for the Common Stock (or the closing bid, if no sales were reported) as quoted on such exchange or system on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(ii) If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share shall be the mean between the high bid and low asked prices for the Common Stock on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable; or

(iii) In the absence of an established market for the Common Stock, the Fair Market Value shall be determined in good faith by the Administrator.

"Grant Date" means the date set forth in the Notice of Grant as the date on which the Administrator granted this Option.

"Incentive Stock Option" means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.

“Nonstatutory Stock Option” means an Option not intended to qualify as an Incentive Stock Option and/or as designated in the applicable Option Agreement.

“Notice of Grant” means the notice evidencing certain terms and conditions of this Option as set forth in Part I of this document.

“Option” means this stock option granted to Optionee pursuant to the Plan.

“Option Agreement” means this agreement between the Company and an Optionee evidencing the terms and conditions of this Option grant set forth in Part II of this document. The Option Agreement is subject to the terms and conditions of the Plan.

“Optioned Shares” means the Shares subject to this Option.

“Optionee” means the individual to whom this Option is granted under the Plan and named in the Notice of Grant.

“Parent” means a “parent corporation,” whether now or hereafter existing, as defined in Section 424(e) of the Code or any successor provision.

“Plan” means the Illumina, Inc. 2005 Stock and Incentive Plan.

“Share” means a share of the Common Stock, as adjusted in accordance with Section 17 of the Plan.

“Subsidiary” means a “subsidiary corporation,” whether now or hereafter existing, as defined in Section 424(f) of the Code or any successor provision.

ILLUMINA, INC.

2005 STOCK AND INCENTIVE PLAN  
RESTRICTED STOCK UNIT AGREEMENT FOR EMPLOYEES

This RESTRICTED STOCK UNIT AGREEMENT (this "Agreement") made as of this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ , between Illumina, Inc., a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Participant"), is made pursuant to the terms of the Company's 2005 Stock and Incentive Plan (the "Plan").

Section 1. Definitions. Capitalized terms used in this Agreement, including Appendices A and B, but not defined shall have the meanings set forth in the Plan.

Section 2. Restricted Stock Unit Award. The Company hereby confirms the grant to the Participant of an award (the "Award") of restricted Stock Units (the "RSUs"). The RSUs are notional, non-voting units of measurement based on the Fair Market Value of the Common Stock, which will entitle the Participant to receive a payment, subject to the terms of the Plan and this Agreement (including, if applicable, Appendices A and B) in Common Stock on or as soon as practicable after the applicable Vesting Date (as defined below) but in no event later than thirty (30) days after the applicable Vesting Date.

The number of RSUs subject to this Award and the effective date of such grant are as follows:

Number of RSUs Granted: _____
Date of Grant: _____

Section 3. Vesting Requirements. A percentage of the Award will vest, if not previously forfeited, in the amounts and on the respective anniversaries of the effective date of the grant as set forth below, subject to the Participant's continued employment with the Company or any of its Subsidiaries through such respective anniversary dates (the "Vesting Dates").

*[INSERT VESTING SCHEDULE, WHICH MAY BE TIME BASED, PERFORMANCE BASED, OR A COMBINATION THEREOF.]*

Section 4. Termination of Employment . In the event of the termination of the Participant's employment with the Company or any of its Subsidiaries for any reason, any unvested portion of any Award shall be immediately forfeited and automatically cancelled without further action of the Company. No Shares shall be issued or issuable with respect to any portion of the Award that terminates unvested and is forfeited.

Section 5. Payment of RSUs.

(a) General. Payment in respect of the RSUs hereunder shall be made in Common Stock, on or as soon as practicable after the respective Vesting Date, but in no event later than thirty (30) days after the applicable Vesting Date. The number of Shares to be distributed in respect of the RSUs will be determined in accordance with the terms of this Agreement, including, if applicable, Appendices A and B, and the Plan.

(b) Withholding. The Participant hereby authorizes the Company to satisfy the obligations with regard to all income or withholding taxes (including federal, state and local tax) (the "Tax-Related Items") by withholding otherwise deliverable Shares with respect to RSUs, provided, however, that (i) the Company shall only withhold the amount of Shares necessary to satisfy the minimum withholding amount or such other amount determined by the Company as not resulting in negative accounting consequences for the Company, and (ii) no fraction of a Share shall be withheld to satisfy such Tax-Related Items. Subject to the provisions of this Section 5(b), the Participant will be deemed to have been issued the full number of Shares subject to the vested Award, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Tax-Related Items due as a result of any aspect of the Award. If Shares are withheld pursuant to the foregoing provisions of this Section 5(b), then the amount of

the Tax-Related Items equal to the value of a fraction of a Share shall be satisfied either by (i) the Participant through a payment to the Company by way of cash, check or other cash equivalent acceptable to the Company equal in value to such fraction of a Share, or (ii) express authorization from the Participant to the Company to deduct such amount equal to such value from any amount then or thereafter payable by the Company to the Participant. Notwithstanding the foregoing, the Compensation Committee of the Board of Directors that administers the Plan and the RSUs may, in its sole discretion and without any further authorization by the Participant, elect to satisfy the obligations with regard to the Tax Related Items by requiring that the Participant pay in whole or in part, by way of cash, check or other cash equivalent acceptable to the Company any amount of the Tax Related Items. If the Participant shall fail to advance any payment under this Section 5 after a request by the Company, the Company is hereby expressly authorized by the Participant to deduct, in the Company's discretion, any required payment for the Tax Related Items from any amount then or thereafter payable by the Company to the Participant.

Section 6 . Restrictions on Transfer . No portion of the Award may be sold, assigned, transferred, encumbered, hypothecated or pledged in any way by the Participant, other than to the Company as a result of forfeiture of the Award as provided herein, unless and until the payment of the RSUs in accordance with Section 5(a) hereof.

Section 7. Limitation of Rights. The Participant shall not have any privileges of a shareholder of the Company with respect to the Common Stock payable hereunder, including without limitation any right to vote such Common Stock or to receive dividends or other distributions in respect thereof, until the date of the issuance to the Participant of a share certificate evidencing such Common Stock.

Section 8 . Counterparts . This Agreement may be executed in counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

Section 9. Binding Effect. This Agreement shall be binding upon and inure to the benefit of the legatees, distributees, and personal representatives of the Participant and the successors of the Company.

Section 10 . Entire Agreement . The Plan and this Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and the Participant with respect to the subject matter hereof, and may not be modified adversely to the Participant's interest except by means of a writing signed by the Company and Participant.

Section 11. Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

Section 12 . Electronic Delivery. The Company has complete discretion to deliver by electronic means any documents related to current or future RSUs that may be granted under the Plan and to request the Participant's consent to participate in the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

Section 13. Non-U.S. Employees. Notwithstanding any provisions in this Agreement or the Plan, if the Participant resides in country outside the United States or is otherwise subject to the law of country other than the United States, the RSU grant shall be subject to the additional terms and conditions set forth in Appendix A to this Agreement and to any special terms and conditions set forth in Appendix B to this Agreement for the Participant's country of residence, if any. Moreover, if the Participant relocates to one of the countries included in Appendix B, the special terms and conditions for such country will apply to the Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable in order to comply with local law or facilitate the administration of the Plan. The Appendices A and B constitute part of this Agreement.

In addition, the Company reserves the right to impose other requirements on the RSUs and any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

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By the Participant's signature and the signature of the Company's representative below, the Participant and the Company agree that this Award is granted under and governed by the terms and conditions of the Plan and this Agreement, including, if applicable, Appendices A and B. The Participant has reviewed the Plan and this Agreement, including, if applicable, Appendices A and B, in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of the Plan and this Agreement. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Compensation Committee of the Board of Directors of the Company upon any questions relating to the Plan and this Agreement, including, if applicable, Appendices A and B. The Participant further agrees to notify the head of the Company's Human Resources Department at [\_\_\_\_\_] in writing upon any change in the residence address indicated below.

PARTICIPANT:

\_\_\_\_\_  
ILLUMINA, INC.

\_\_\_\_\_  
Signature

By \_\_

\_\_\_\_\_  
Print Name

Title\_\_

\_\_\_\_\_  
Residence Address

ILLUMINA, INC.

2005 STOCK AND INCENTIVE PLAN

STOCK OPTION AGREEMENT

All capitalized terms shall have the meaning assigned to them in the attached Appendix.

**I. NOTICE OF GRANT**

You have been granted an option to purchase shares of Common Stock of the Company, subject to the terms and conditions of the Plan and this Option Agreement, as follows:

Name of Optionee:

Grant Date :

Vesting Commencement Date:

Exercise Price per Share :

Number of Shares Subject to the Option:

Type of Option:                    X     Nonstatutory Stock Option

Expiration Date :                    \_\_\_\_\_

Vesting Schedule: Subject to accelerated vesting as set forth below, this Option may be exercised, in whole or in part, in accordance with the following schedule:

*[INSERT VESTING SCHEDULE, WHICH MAY BE TIME BASED, PERFORMANCE BASED, OR A COMBINATION THEREOF.]*

**II. AGREEMENT**

**A. Grant of Option.**

1. The Optionee is hereby granted an Option to purchase the number of Shares set forth in the Notice of Grant at the per share Exercise Price set forth in the Notice of Grant, subject to the terms and conditions of the Plan, which is incorporated herein by reference.

2. If this Option is designated as an Incentive Stock Option in the Notice of Grant section of this Agreement, then no installment of Optioned Shares for which this Option becomes exercisable shall qualify for favorable tax treatment as an Incentive Stock Option if (and to the extent) the aggregate Fair Market Value (determined at the Grant Date) of the Optioned Shares for which such installment first becomes exercisable hereunder would, when added to the aggregate value (determined as of the respective date or dates of grant) of the Optioned Shares or other securities for which this Option or any other Incentive Stock Options granted to Optionee prior to the Grant Date (whether under the Plan or any other option plan of the Company or any Parent or Subsidiary) first become exercisable during the same calendar year, exceed One Hundred Thousand Dollars (\$100,000) in the aggregate. Should such One Hundred Thousand Dollar (\$100,000) limitation be exceeded in any calendar year, this Option shall nevertheless become exercisable for the excess Optioned Shares in such calendar year as a Nonstatutory Stock Option.

**B. Exercise of Option .**

1. **Right to Exercise.** This Option shall vest and become exercisable in one or more installments in accordance with the vesting schedule set out in the Notice of Grant and the applicable provisions of the Plan and this Option Agreement. As this Option becomes vested and exercisable for such installments, those installments shall accumulate, and this Option shall remain vested and exercisable for the accumulated installments until the Expiration Date or sooner termination under this Paragraph B. In no event may this Option be exercised for any fractional shares.

2. **Post-Service Exercisability .**

(a) Should Optionee cease to be a Service Provider for any reason (other than death or Disability) while holding this Option, then Optionee shall have a period of [FOR EXECUTIVE OFFICERS: twelve (12) months] [FOR EMPLOYEES: three (3) months] (commencing with the date of such cessation of service) during which to exercise this Option.

(b) Should Optionee die while holding this Option, then the personal representative of Optionee's estate or the person or persons to whom this Option is transferred pursuant to Optionee's will or the laws of inheritance shall have the right to exercise this Option. However, if Optionee has designated one or more beneficiaries of this Option in a form acceptable to the Administrator, then those persons shall have the exclusive right to exercise this Option following Optionee's death. Any such right to exercise this Option shall lapse, and this Option shall cease to be outstanding, upon the expiration of the twelve (12)-month period measured from the date of Optionee's death.

(c) Should Optionee cease to be a Service Provider by reason of Disability while holding this Option, then Optionee shall have a period of twelve (12) months (commencing with the date of such cessation of service) during which to exercise this Option.

(d) During the limited period of post-service exercisability, this Option may not be exercised in the aggregate for more than the number of Optioned Shares for which this Option is exercisable at the time the Optionee ceases to be a Service Provider. Upon the expiration of such limited exercise period or (if earlier) upon the Expiration Date, this Option shall terminate and cease to be outstanding for any exercisable Optioned Shares for which this Option has not been exercised. However, this Option shall, immediately upon Optionee's cessation of Service Provider status for any reason, terminate and cease to be outstanding with respect to any Optioned Shares for which this Option is not otherwise at that time exercisable.

(e) In no event shall this Option be exercisable at any time after the Expiration Date.

3. **Special Acceleration of Option .**

(f) In the event of a Corporate Transaction, the Board or Committee may, in its discretion, (i) provide for the assumption or substitution of, or adjustment to, this Option; (ii) accelerate the vesting of this Option; and/or (iii) provide for termination of this Option as a result of the Corporate Transaction on such terms and conditions as it deems appropriate, including providing for the cancellation of this Option for a cash payment to Optionee. If this Option becomes fully vested and exercisable in the event of a Corporate Transaction, the Administrator shall notify the Optionee in writing or electronically that this Option shall be fully vested and exercisable for a period of fifteen (15) days from the date of such notice, and this Option shall terminate upon the expiration of such period.

(a) This Option, to the extent it is assumed pursuant to this Paragraph 3(a), shall be appropriately adjusted, immediately after the Corporate Transaction, to apply to the number and class of securities which would have been issuable to the Optionee in consummation of such Corporate Transaction had this Option been exercised immediately prior to such Corporate Transaction. Appropriate adjustments to reflect such transaction shall also be made to the Exercise Price under each outstanding Option, provided the aggregate Exercise Price payable for such securities shall remain the same.

(b) This Option Agreement shall not in any way affect the right of the Company to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

4. **Method of Exercise .** This Option is exercisable through E\*Trade Optionslink. The Optionee will receive a welcome kit from E\*Trade explaining this service. No Shares shall be issued pursuant to the exercise of this Option unless

such issuance and exercise complies with Applicable Laws. Assuming such compliance, for income tax purposes the purchased Shares shall be considered transferred to the Optionee on the date this Option is exercised with respect to such purchased Shares.

5. **Method of Payment.** Payment of the aggregate Exercise Price shall be made through E\*Trade and may be by any of the following, or a combination thereof, at the election of the Optionee:

(a) cash;

(b) check;

(c) consideration received through a special sale and remittance procedure pursuant to which Optionee (or any other person or persons exercising the Option) shall concurrently provide irrevocable instructions (i) to E\*Trade to effect the immediate sale of the purchased Optioned Shares and remit to the Company, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate Exercise Price payable for the purchased Optioned Shares plus all applicable Federal, state and local income and employment or other taxes required to be withheld by the Company by reason of such exercise and (ii) to the Company to deliver the certificates for the purchased Optioned Shares directly to E\*Trade in order to complete the sale; or

(d) other Shares which, in the case of Shares acquired directly or indirectly from the Company, (i) have been owned by the Optionee for more than six (6) months on the date of surrender, and (ii) have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Optioned Shares for which this Option is exercised.

C. **Non-Transferability of Option** . This Option may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of Optionee only by the Optionee. However, Optionee may designate one or more persons as the beneficiary or beneficiaries of this Option, and this Option shall, in accordance with such designation, automatically be transferred to such beneficiary or beneficiaries upon the Optionee's death with holding this Option. Such beneficiary or beneficiaries shall take the transferred option subject to all the terms and conditions of this Agreement, including (without limitation) the limited time period during which this Option may be exercised following Optionee's death. The terms of the Plan and this Option Agreement shall be binding upon the executors, administrators, heirs, beneficiaries, successors and assigns of the Optionee.

D. **Term of Option.** This Option shall have a maximum term of ten (10) years measured from the Grant Date and shall expire at the close of business on the Expiration Date, unless sooner terminated. This Option may be exercised during such term only in accordance with the Plan and the terms of this Option Agreement.

E. **Adjustment in Optioned Shares** . Should any change be made to the Common Stock by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares or other change affecting the outstanding Common Stock as a class without the Company's receipt of consideration, appropriate adjustments shall be made to (1) the total number and/or class of securities subject to this Option and (2) the Exercise Price in order to reflect such change and thereby preclude a dilution or enlargement of benefits hereunder; provided that the aggregate Exercise Price shall remain the same.

F. **Notice of Disqualifying Disposition of Shares.** If this Option is designated an Incentive Stock Option in the Notice of Grant section of this Agreement, then the Optionee shall, upon any sale or other disposition of the Optioned Shares effected on or before the later of two years after the Grant Date or one year after the exercise date, immediately notify the Company in writing of such sale or disposition. The Optionee agrees that he or she may be subject to income tax withholding by the Company on the compensation income recognized from such early disposition of the Optioned Shares acquired pursuant to this Option by payment in cash or out of the current earnings paid to the Optionee.

G. **Successors and Assigns** . Except to the extent otherwise provided in this Option Agreement, the provisions of this Option Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns and Optionee, the legal representatives, heirs and legatees of Optionee's estate and any beneficiaries of this Option designated by Optionee.

H. **Notices.** Any notice required to be given or delivered to the Company under the terms of this Option Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to Optionee shall be in writing and addressed to Optionee at the address indicated below Optionee's signature line. All

notices shall be deemed effective upon personal delivery or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

I. **Entire Agreement; Construction; Governing Law** . The Plan is incorporated herein by reference. The Plan and this Option Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Optionee with respect to the subject matter hereof, and may not be modified adversely to the Optionee's interest except by means of a writing signed by the Company and Optionee. Subject to Section 4(c) of the Plan, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Option Agreement, the terms and conditions of the Plan shall prevail. This agreement is governed by the internal substantive laws, but not the choice of law rules, of California.

J. **NO GUARANTEE OF CONTINUED SERVICE**. OPTIONEE ACKNOWLEDGES AND AGREES THAT THE VESTING OF SHARES PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS A SERVICE PROVIDER AT THE WILL OF THE COMPANY (AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED AN OPTION OR PURCHASING SHARES HEREUNDER). OPTIONEE FURTHER ACKNOWLEDGES AND AGREES THAT THIS AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS A SERVICE PROVIDER FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND SHALL NOT INTERFERE WITH OPTIONEE'S RIGHT OR THE COMPANY'S RIGHT TO TERMINATE OPTIONEE'S RELATIONSHIP AS A SERVICE PROVIDER AT ANY TIME, WITH OR WITHOUT CAUSE.

Optionee understands and agrees that this Option is granted under and governed by the terms and conditions of the Plan and this Option Agreement. Optionee has reviewed the Plan and this Option Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Option Agreement and fully understands all provisions of the Plan and Option Agreement. Optionee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan and Option Agreement.

ILLUMINA, INC.

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#### **APPENDIX**

The following definitions shall be in effect under this Option Agreement:

A. "**Administrator**" means the Board of Directors of the Company or any of committee of Directors appointed by the Board of Directors of the Company as shall be administering the Plan, in accordance with Section 4 of the Plan.

B. "**Applicable Laws**" means the requirements relating to the administration of stock option plans, the grant of options and the issuance of stock under U. S. state corporate laws, U.S. federal and state securities laws, the Code, any Nasdaq National Market, stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any other country or

jurisdiction where Options are granted under the Plan, as such laws, rules, regulations and requirements shall be in place from time to time.

C. “**Code**” means the Internal Revenue Code of 1986, as amended.

D. “**Common Stock**” means the common stock of the Company.

E. “**Company**” means Illumina, Inc., a Delaware corporation.

F. “**Consultant**” means any natural person, including an advisor, engaged by the Company or a Parent or Subsidiary to render services to such entity.

G. “**Corporate Transaction**” means any of the following, unless the Administrator provides otherwise:

(i) any merger or consolidation in which the Company shall not be the surviving entity (or survives only as a subsidiary of another entity whose stockholders did not own all or substantially all of the Common Stock in substantially the same proportions as immediately prior to such transaction),

(ii) the sale of all or substantially all of the Company’s assets to any other person or entity (other than a wholly-owned subsidiary),

(iii) the acquisition of beneficial ownership of a controlling interest (including, without limitation, power to vote) the outstanding shares of Common Stock by any person or entity (including a “group” as defined by or under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended),

(iv) a contested election of Directors, as a result of which or in connection with which the persons who were Directors before such election or their nominees (the “**Incumbent Directors**”) cease to constitute a majority of the Board; provided however that if the election, or nomination for election by the Company’s stockholders, of any new director was approved by a vote of at least fifty percent (50%) of the Incumbent Directors, such new Director shall be considered as an Incumbent Director, or

(v) any other event specified by the Board or a Committee, regardless of whether at the time this Option is granted or thereafter.

A. “**Disability**” means total and permanent disability as defined in Section 22(e)(3) of the Code.

B. “**Employee**” means any person employed by the Company or any Parent or Subsidiary of the Company. An Employee shall not be deemed to cease Employee status by reason of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, any Subsidiary, or any successor. For purposes of Incentive Stock Options, no such leave may exceed ninety days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then three (3) months following the 91<sup>st</sup> day of such leave any Incentive Stock Option held by the Optionee shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Nonstatutory Stock Option.

C. “**Exercise Price**” means the price per Share that the Optionee shall be required to pay in order to purchase Shares pursuant to an exercise of his or her Option.

D. “**Expiration Date**” means the date set forth in the Notice of Grant, which is the date upon which this Option expires, if not terminated earlier in accordance with this Option Agreement and the Plan.

E. “**Fair Market Value**” means, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange or traded on a national market system, including without limitation the Nasdaq National Market or the Nasdaq SmallCap Market of The Nasdaq Stock Market, the Fair Market Value of a Share shall be the closing selling price for the Common Stock (or the closing bid, if no sales were reported) as

quoted on such exchange or system on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(ii) If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share shall be the mean between the high bid and low asked prices for the Common Stock on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable; or

(iii) In the absence of an established market for the Common Stock, the Fair Market Value shall be determined in good faith by the Administrator.

F. “**Grant Date**” means the date set forth in the Notice of Grant as the date on which the Administrator granted this Option.

G. “**Incentive Stock Option**” means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.

H. “**Nonstatutory Stock Option**” means an Option not intended to qualify as an Incentive Stock Option and/or as designated in the applicable Option Agreement.

I. “**Notice of Grant**” means the notice evidencing certain terms and conditions of this Option as set forth in Part I of this document.

J. “**Option**” means this stock option granted to Optionee pursuant to the Plan.

K. “**Option Agreement**” means this agreement between the Company and an Optionee evidencing the terms and conditions of this Option grant set forth in Part II of this document. The Option Agreement is subject to the terms and conditions of the Plan.

L. “**Optioned Shares**” means the Shares subject to this Option.

M. “**Optionee**” means the individual to whom this Option is granted under the Plan and named in the Notice of Grant.

N. “**Parent**” means a “parent corporation,” whether now or hereafter existing, as defined in Section 424(e) of the Code or any successor provision.

O. “**Plan**” means the Illumina, Inc. 2005 Stock and Incentive Plan.

P. “**Service Provider**” means (i) an individual rendering services to the Company or any Parent or Subsidiary of the Company in the capacity of an Employee or Consultant or (ii) an individual serving as a member of the Board of Directors of the Company.

Q. “**Share**” means a share of the Common Stock, as adjusted in accordance with Section 17 of the Plan.

R. “**Subsidiary**” means a “subsidiary corporation,” whether now or hereafter existing, as defined in Section 424(f) of the Code or any successor provision.

## SUBSIDIARIES OF THE COMPANY

Name of Subsidiary	Jurisdiction	Doing Business As
Avantome, Inc.	Delaware	Avantome, Inc.
Epicentre Technologies Corporation	Wisconsin	Epicentre Biotechnologies
Helixis, Inc.	Delaware	Helixis, Inc.
Illumina Australia Pty. Ltd.	Australia	Illumina Australia Pty. Ltd.
Illumina Brasil Produtos de Biotecnologia Ltda.	Brazil	Illumina Brazil
Illumina Cambridge, Ltd.	United Kingdom	Illumina Cambridge, Ltd.
Illumina Canada, Inc.	New Brunswick, Canada	Illumina Canada, Inc.
Illumina France Holding Sarl	France	Illumina France Holding Sarl
Illumina France Sarl	France	Illumina France Sarl
Illumina GmbH	Germany	Illumina GmbH
Illumina Hong Kong Limited	Hong Kong	Illumina Hong Kong Limited
Illumina Iceland ehf	Iceland	Illumina Iceland ehf
Illumina Italy S.r.l.	Italy	Illumina Italy S.r.l.
Illumina K.K. Japan	Japan	Illumina K.K. Japan
Illumina Netherlands B.V.	Netherlands	Illumina Netherlands B.V.
Illumina New Zealand Limited	New Zealand	Illumina New Zealand Limited
Illumina Singapore Pte. Ltd.	Singapore	Illumina Singapore Pte. Ltd
Illumina Trading (Shanghai) Co., Ltd.	China	Illumina Trading (Shanghai) Co., Ltd.
Illumina UK, Ltd.	United Kingdom	Illumina UK, Ltd.
Illumina Switzerland GmbH	Switzerland	Illumina Switzerland GmbH
Illumina Europe Limited	United Kingdom	Illumina Europe Limited
Illumina Denmark ApS	Denmark	Illumina Denmark ApS
Illumina Productos de Espana, S.L.U.	Spain	Illumina Productos de Espana, S.L.U.
Illumina AB	Sweden	Illumina AB

\*\*All listed subsidiaries are wholly-owned, direct or indirect, subsidiaries of Illumina, Inc.

\*\*As permitted under Rule 601 of Regulation S-K, we have omitted the names of subsidiaries, which if considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" (as defined in Rule 1-02(w) of Regulation S-X) as of the end of the year covered by this report

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statements (Form S-3 Nos. 333-111496, 333-134012, 333-144953 and 333-168395; Form S-4 No. 333-139111; Form S-8 Nos. 333-42866, 333-69058, 333-88808, 333-104190, 333-114633, 333-124074, 333-125133, 333-129611, 333-134399, 333-140416, 333-147389, 333-151625, 333-159662 and 333-168393) of Illumina, Inc. and in the related Prospectuses of our reports dated February 23, 2012, with respect to the consolidated financial statements and schedule of Illumina, Inc., and the effectiveness of internal control over financial reporting of Illumina, Inc., included in this Annual Report (Form 10-K) for the fiscal year ended January 1, 2012.

/s/ Ernst & Young LLP

San Diego, California  
February 23, 2012

**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 Annual Report on Form 10-K 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: February 23, 2012

/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, Marc Stapley, certify that:

- 1 I have reviewed this Annual Report on Form 10-K 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: February 23, 2012

/s/ MARC STAPLEY  
Marc Stapley  
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 Annual Report of Illumina, Inc. (the "Company") on Form 10-K for the year ended January 1, 2012, 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: February 23, 2012

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 Annual Report of Illumina, Inc. (the "Company") on Form 10-K for the year ended January 1, 2012, 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: February 23, 2012

By: MARC STAPLEY  
Marc Stapley  
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.