

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.
Form SC 13G/A
February 14, 2018

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

SCHEDULE 13G/A
Amendment No. 2

Under the Securities Exchange Act of 1934

Pacific Biosciences of California, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

69404D108

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

2 Larry N. Feinberg
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)
(b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

5 United States
SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 575,000 SHARED VOTING POWER

8 7,878,375 SOLE DISPOSITIVE POWER

9 575,000 SHARED DISPOSITIVE POWER

10 7,878,375
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 8,453,375
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.27%*

TYPE OF REPORTING PERSON
(See Instructions)

IN

* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on November 2, 2017 (the "Quarterly Report").

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| 2 | Oracle Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| 3 | (a) (b) SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | Delaware SOLE VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 0 SHARED VOTING POWER |
| 7 | 5,683,437 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 5,683,437 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 5,683,437 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 12 | 4.89%* TYPE OF REPORTING PERSON (See Instructions) |

PN

* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| 2 | Oracle Institutional Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| 3 | (a) (b) SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | Delaware SOLE VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| 7 | 0 SHARED VOTING POWER |
| 8 | 838,818 SOLE DISPOSITIVE POWER |
| 9 | 0 SHARED DISPOSITIVE POWER |
| 10 | 838,818 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 11 | 838,818 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |
| 12 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 13 | 0.72%* TYPE OF REPORTING PERSON (See Instructions) |

PN

* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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

2 Oracle Ten Fund Master, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

0 SHARED VOTING POWER

7 1,124,620 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 1,124,620
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,124,620
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.97%*
12 TYPE OF REPORTING
PERSON (See Instructions)

PN

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* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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

 2 Oracle Investment Management
 Employees Retirement Fund
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

 (a)
 (b)
 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Connecticut

 5 SOLE VOTING POWER

 0 SHARED VOTING POWER
 6
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
 190,000 SOLE DISPOSITIVE POWER
 7
 0 SHARED DISPOSITIVE POWER
 8
 190,000
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 10 190,000
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See

Instructions)

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

0.16%*

12 TYPE OF REPORTING
PERSON (See Instructions)

OO

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* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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

The Feinberg Family
Foundation
2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP (See
Instructions)

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Connecticut

5 SOLE
VOTING
POWER

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

0
SHARED
VOTING
POWER

7 41,500
SOLE
DISPOSITIVE
POWER

8 0
SHARED
DISPOSITIVE
POWER
41,500

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

41,500
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES (See
Instructions)

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

0.04%*
TYPE OF REPORTING
PERSON (See
Instructions)

OO

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* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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

2 Oracle Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)
(b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

5 Delaware
SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
0
SHARED VOTING POWER
7,646,875
7 SOLE DISPOSITIVE POWER
0
8 SHARED DISPOSITIVE POWER

9 7,646,875
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,646,875
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 6.58%*
TYPE OF REPORTING PERSON (See Instructions)

PN

* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

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

2 Oracle Investment Management, Inc.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)
 (b)
 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

6 0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 7,836,875 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 7,836,875
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,836,875
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

6.74%*

12 TYPE OF REPORTING
PERSON (See Instructions)

CO

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* Calculated based on a total of 116,249,978 shares of common stock outstanding as of October 31, 2017, as reported by the Issuer in the Quarterly Report.

This Amendment No. 2 to the Schedule 13G (this "Amendment No. 2") is being filed with respect to the Common Stock, par value \$.001 ("Common Stock") of Pacific Biosciences of California, Inc., a Delaware corporation (the "Issuer"), amends and supplements the Schedule 13G originally filed with the United States Securities and Exchange Commission (the "SEC") on September 15, 2016, as previously amended by Amendment No. 1 filed on February 6, 2017 (as so amended, the "Schedule 13G"). This Amendment No. 2 is being filed on behalf of Oracle Partners, LP, a Delaware limited partnership ("Oracle Partners"), Oracle Ten Fund Master, LP, a Cayman Islands exempted company ("Oracle Ten Fund"), Oracle Institutional Partners, LP, a Delaware limited partnership ("Institutional Partners" and, collectively with Oracle Partners and Oracle Ten Fund, the "Oracle Entities"), Oracle Investment Management, Inc. Employees' Retirement Plan, an employee benefit plan organized in Connecticut (the "Retirement Plan"), Oracle Associates, LLC, a Delaware limited liability company and the general partner of Oracle Partners, Oracle Ten Fund and Institutional Partners ("Oracle Associates"), Oracle Investment Management, Inc., a Delaware corporation and the investment manager to Oracle Ten Fund and the Retirement Plan (the "Investment Manager"), The Feinberg Family Foundation, a foundation organized in Connecticut (the "Foundation"), and Larry N. Feinberg, the managing member of Oracle Associates, the sole shareholder, director and president of the Investment Manager and the trustee of the Foundation (each of the foregoing, a "Reporting Person" and collectively, the "Reporting Persons"). Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

Item 4. Ownership:

Item 4 of the Schedule 13G is hereby amended and restated as follows:

A. Larry N. Feinberg

- (a) Amount beneficially owned: 8,453,375
- (b) Percent of class: 7.27%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 575,000
 - (ii) Shared power to vote or direct the vote: 7,878,375
 - (iii) Sole power to dispose or direct the disposition: 575,000
 - (iv) Shared power to dispose or direct the disposition: 7,878,375

B. Oracle Partners

- (a) Amount beneficially owned: 5,683,437
- (b) Percent of class: 4.89%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 5,683,437
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 5,683,437

C. Institutional Partners

- (a) Amount beneficially owned: 838,818
- (b) Percent of class: 0.72%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 838,818
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 838,818

D. Oracle Ten Fund

- (a) Amount beneficially owned: 1,124,620

(b) Percent of class: 0.97%

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

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,124,620

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 1,124,620

E. Retirement Plan

- (a) Amount beneficially owned: 190,000
- (b) Percent of class: 0.16%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 190,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 190,000

F. Foundation

- (a) Amount beneficially owned: 41,500
- (b) Percent of class: 0.04%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 41,500
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 41,500

G. Oracle Associates

- (a) Amount beneficially owned: 7,646,875
- (b) Percent of class: 6.58%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 7,646,875
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 7,646,875

H. Investment Manager

- (a) Amount beneficially owned: 7,836,875
 - (b) Percent of class: 6.74%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 7,836,875
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 7,836,875
-

SIGNATURE

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

Dated: February 14, 2018

ORACLE PARTNERS, L.P.

By: ORACLE ASSOCIATES, LLC, its general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE TEN FUND PARTNERS, LP

By: ORACLE ASSOCIATES, LLC, its general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE INSTITUTIONAL PARTNERS, LP

By: ORACLE ASSOCIATES, LLC, its general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE INVESTMENT MANAGEMENT, INC.
EMPLOYEES' RETIREMENT PLAN

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Trustee

THE FEINBERG FAMILY FOUNDATION

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Trustee

ORACLE INVESTMENT MANAGEMENT, INC.

By: /s/ Larry N. Feinberg
Larry N. Feinberg, President

ORACLE ASSOCIATES, LLC

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Manager Member

/s/ Larry N. Feinberg
Larry N. Feinberg, individually