

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

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)*

Illumina, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

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

452327109

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Venrock Associates

I.R.S. #13-6300995

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, U.S.A.

5 SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 554,107

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

554,107

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

554,107

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.7%

12 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Venrock Associates II, L.P.

I.R.S. #13-3844754

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, U.S.A.

5 SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 753,587

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

753,587

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

753,587

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%

12 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael C. Brooks

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 2,555

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,555

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,310,249

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joseph E. Casey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 661

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 661

WITH **8** SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

661

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eric S. Copeland

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 730

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 730

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,308,424

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anthony B. Evnin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 26,201

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 26,201

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,333,895

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.1%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas R. Frederick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,183

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

1,183

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,183

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Terence J. Garnett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 320

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

320

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

320

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David R. Hathaway

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 26,838

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,000

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 26,838

WITH **8** SHARED DISPOSITIVE POWER

3,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,838

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bryan E. Roberts

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 11,420

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 11,420

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,319,114

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ray A. Rothrock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 21,925

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 21,925

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,329,619

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anthony Sun

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 37,665

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 37,665

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,345,359

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.1%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael F. Tyrrell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF 6,298

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,307,694

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,298

WITH **8** SHARED DISPOSITIVE POWER

1,307,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,313,992

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Associates, a limited partnership organized under the laws of the State of New York, Venrock Associates II, L.P., a limited partnership organized under the laws of the State of New York, Michael C. Brooks, Joseph E. Casey, Eric S. Copeland, Anthony B. Evnin, Thomas R. Frederick, Terence J. Garnett, David R. Hathaway, Bryan E. Roberts, Ray A. Rothrock, Anthony Sun and Michael F. Tyrrell in respect of shares of Common Stock of Illumina, Inc.

Item 1(a) Name of Issuer

Illumina, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

9885 Towne Centre Drive, Suite 200

San Diego, CA 92121

Item 2(a) Name of Person Filing

Venrock Associates (Venrock)

Venrock Associates II, L.P. (Venrock II)

Michael C. Brooks

Joseph E. Casey

Eric S. Copeland

Anthony B. Evnin

Thomas R. Frederick

Terence J. Garnett

David R. Hathaway

Bryan E. Roberts

Ray A. Rothrock

Anthony Sun

Michael F. Tyrrell

Item 2(b) Address of Principal Business Office or, if none, Residence

New York Office:	Menlo Park Office:	Cambridge Office:
30 Rockefeller Plaza	2494 Sand Hill Road	One Canal Park
Room 5508	Suite 200	Suite 1120
New York, NY 10112	Menlo Park, CA 94025	Cambridge, MA 02142

Item 2(c) Citizenship

Venrock and Venrock II are limited partnerships organized in the State of New York. Michael C. Brooks, Eric S. Copeland, Anthony B. Evnin, Bryan E. Roberts, Ray A. Rothrock, Anthony Sun and Michael F. Tyrrell are

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General Partners of Venrock and Venrock II and are all citizens of the United States of America. Joseph E. Casey, Thomas R. Frederick, Terence J. Garnett and David R. Hathaway are retired General Partners of Venrock and Venrock II and are citizens of the United States of America.

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number

452327109

Item 3 Not applicable.

Item 4 Ownership

(a) and (b)

Venrock beneficially owns 554,107 shares or 1.7% of the outstanding shares of common stock. Venrock II beneficially owns 753,587 shares or 2.3% of the outstanding shares of common stock.

Michael C. Brooks beneficially owns 1,310,249 shares or 4.0% of the outstanding shares of common stock. Joseph E. Casey beneficially owns 661 shares or 0.0% of the outstanding shares of common stock. Eric S. Copeland beneficially owns 1,308,424 shares or 4.0% of the outstanding shares of common stock. Anthony B. Evnin beneficially owns 1,333,895 shares or 4.1% of the outstanding shares of common stock. Thomas R. Frederick beneficially owns 1,183 shares or 0.0% of the outstanding shares of common stock. Terence J. Garnett beneficially owns 320 shares or 0.0% of the outstanding shares of common stock. David R. Hathaway beneficially owns 29,838 shares or 0.1% of the outstanding shares of common stock. Bryan E. Roberts beneficially owns 1,319,114 shares or 4.0% of the outstanding shares of common stock. Ray A. Rothrock beneficially owns 1,329,619 shares or 4.0% of the outstanding shares of common stock. Anthony Sun beneficially owns 1,345,359 shares or 4.1% of the outstanding shares of common stock. Michael F. Tyrrell beneficially owns 1,313,992 shares or 4.0% of the outstanding shares of common stock.

(c)

Venrock has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 554,107 shares of common stock. Venrock II has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 753,587 shares of common stock.

Michael C. Brooks has sole voting and dispositive power over 2,555 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Joseph E. Casey has sole voting and dispositive power over 661 shares of common stock and shared voting and dispositive power over no shares of common stock. Eric S. Copeland has sole voting and dispositive power over 730 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Anthony B. Evnin has sole voting and dispositive power over 26,201 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Thomas R. Frederick has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 1,183 shares of common stock. Terence J. Garnett has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 320 shares of common stock. David R. Hathaway has sole voting and dispositive power over 26,838 shares of common stock and shared voting and dispositive power over 3,000 shares of common stock. Bryan E. Roberts has sole voting and dispositive power over 11,420 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Ray A. Rothrock has sole voting and dispositive power over 21,925 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Anthony Sun has sole voting and dispositive power over 37,665 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock. Michael F. Tyrrell has sole voting and dispositive power over 6,298 shares of common stock and shared voting and dispositive power over 1,307,694 shares of common stock.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

No person, other than the General Partners of Venrock and Venrock II, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned by Venrock and Venrock II.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

This schedule is being filed pursuant to Rule 13d-1(d). The identities of the seven General Partners of Venrock and Venrock II and the four retired General Partners of Venrock and Venrock II, are stated in Item 2.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

Not applicable.

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.

February 13, 2004

VENROCK ASSOCIATES

By: /s/ Anthony Sun

Anthony Sun

Managing General Partner

February 13, 2004

VENROCK ASSOCIATES II, L.P.

By: /s/ Anthony Sun

Anthony Sun

Managing General Partner

February 13, 2004

GENERAL PARTNERS

*

Michael C. Brooks

*

Joseph E. Casey

*

Eric S. Copeland

*

Anthony B. Evnin

*

Thomas R. Frederick

/s/ Terence J. Garnett

Terence J. Garnett

*

David R. Hathaway

/s/ Bryan E. Roberts

Bryan E. Roberts

*

Ray A. Rothrock

*

Anthony Sun

*

Michael F. Tyrrell

* By: /s/ Anthony Sun

Anthony Sun

Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>		<u>Page No.</u>
24.1	Power of Attorney dated as of February 14, 2001 granted by certain of the General Partners/Members in favor of Anthony B. Evinin and Anthony Sun	21
99.1	Agreement pursuant to 13d-1(k)(1) among Venrock Associates, Venrock Associates II, L.P. and the General Partners thereof	22