SCHRODER VENTURES MANAGERS INC

Form 4 July 15, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHRODER VENTURE MANAGERS LTD

> (Last) (First) (Middle)

22 CHURCH STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

Solexa, Inc. [SLXA]

(Month/Day/Year) 07/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director _X__ 10% Owner _Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

HAMILTON HM 11 BERMUDA, D00

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1) (2)	07/12/2005		A	1,425	A	<u>(9)</u>	2,120,920	I	See Footnote (2) (8)
Common Stock (1) (3)	07/12/2005		A	607	A	<u>(9)</u>	903,290	I	See Footnote (3) (8)
Common Stock (1) (4)	07/12/2005		A	162	A	<u>(9)</u>	240,722	I	See Footnote (4) (8)
Common Stock (1) (5)	07/12/2005		A	41	A	<u>(9)</u>	60,993	I	See Footnote

								(3) (8)
Common Stock (1) (6)	07/12/2005	A	176	A	<u>(9)</u>	261,232	I	See Footnote (6) (8)
Common Stock (1) (7)	07/12/2005	A	22	A	<u>(9)</u>	32,720	I	See Footnote

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exercise Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	, ,	any	Code	of	(Month/Day/		Under		Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		`	,	Securi	, ,	(Instr. 5)	Bene
()	Derivative		()	(======================================	Securities				3 and 4)	()	Own
	Security				Acquired			(Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41.	or Namel		
						Exercisable	Date	Title	Number		
				Code V	(A) (D)				of Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

		Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
SCHRODER VENTURE MANAGERS LTD 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0		X				
SCHRODER VENTURES MANAGERS INC 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0		X				
SCHRODER VENTURES INTERNATIONAL LIFE SCIENCES FUND II LP1 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0		X				

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Schroder Ventures International Life Sciences Fund II L.P.2 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0	X
Schroder Ventures International Life Sciences Fund II L.P.3 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0	X
SITCO Nominees Ltd. VC 01903 as Nominee of Schroder Ventures International Life Sciences Fund II Group Co-Investment Scheme 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0	X
Schroder Ventures International Life Sciences Fund II Strategic Partners L.P. 22 CHURCH STREET HAMILITON HM 11 BERMUDA, D0 0	X
SV (Nominees) LTD as Nominee of Schroder Ventures Investments LTD 22 CHURCH STREET HAMILTON HM 11 BERMUDA, D0 0	X

Signatures

/s/ Gary Carr

07/15/2005

**Signature of Reporting Person

/s/ Douglas

Mello

07/15/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares were issued in connection with the reallocation of an aggregate of 7,198 shares of common stock of Solexa, Inc. (the (1) "Company") to the former shareholders of Solexa Limited in connection with the business combination between the Company and Solexa Limited completed on March 4, 2005 (the "Merger").
- These shares are owned directly by Schroder Ventures International Life Sciences Fund II L.P.1 ("ILSF LP1"). Schroder Venture

 Managers Inc. ("SVMI"), the general partner of ILSF LP1, and Schroder Venture Managers Limited ("SVML"), fund manager to SVMI,
 may be deemed to share voting and dispositive power over the shares held by ILSF LP1. SVMI and SVML disclaim beneficial ownership
 of shares held by ILSF LP1 except to the extent of any pecuniary interest therein.
- These shares are owned directly by Schroder Ventures International Life Sciences Fund II L.P.2 ("ILSF LP2"). SVMI, the general partner (3) of ILSF LP2, and SVML, fund manager to SVMI, may be deemed to share voting and dispositive power over the shares held by ILSF LP2. SVMI and SVML disclaim beneficial ownership of shares held by ILSF LP2 except to the extent of any pecuniary interest therein.
- These shares are owned directly by Schroder Ventures International Life Sciences Fund II L.P.3 ("ILSF LP3"). SVMI, the general partner (4) of ILSF LP3, and SVML, fund manager to SVMI, may be deemed to share voting and dispositive power over the shares held by ILSF LP3. SVMI and SVML disclaim beneficial ownership of shares held by ILSF LP3 except to the extent of any pecuniary interest therein.
- (5) These shares are owned directly by SITCO Nominees Ltd. VC 01903 as Nominee for Schroder Ventures International Life Sciences
 Fund II Group Co-Investment Scheme ("Co-Invest"). SVMI and SVML, fund manager to SVMI, may be deemed to share voting and dispositive power over the shares held by Co-Invest because of a contractual relationship between Co-Invest and SVMI. SVMI and SVML disclaim beneficial ownership of shares held by Co-Invest except to the extent of any pecuniary interest therein.
- (6) These shares are owned directly by SV (Nominees) Limited as Nominee for Schroder Ventures Investments Limited ("SVIL"). SVMI and SVML, fund manager to SVMI, may be deemed to share voting and dispositive power over the shares held by SVIL because of a

Signatures 3

contractual relationship between SVIL and SVMI. SVMI and SVML disclaim beneficial ownership of shares held by SVIL except to the extent of any pecuniary interest therein.

- These shares are owned directly by Schroder Ventures International Life Sciences Fund II Strategic Partners L.P. ("Strategic Partners", and together with ILSF LP1, ILSF LP2, ILSF LP3, Co-Invest, SVIL and Strategic Partners, the "Funds"). SVMI, the general partner of
- (7) Strategic Partners, and SVML, fund manager to SVMI, may be deemed to share voting and dispositive power over the shares held by Strategic Partners. SVMI and SVML disclaim beneficial ownership of shares held by Strategic Partners except to the extent of any pecuniary interest therein.
- Each Fund may be deemed to beneficially own the shares held by the other Funds because of certain contractual relationships among the Funds and their affiliates. The Funds disclaim beneficial ownership of shares held by any Fund except to the extent of any pecuniary interest therein
- (9) An indeterminable percentage of the consideration exchanged by the Funds in connection with the Merger represents consideration for these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.