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ancial statements for fiscal 2010, included in our Annual Report on Form 10-K filed with the SEC on February 28, 2011.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End Table**

<u>Name</u>	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested(1)	Market Value of Shares or Units of Stock that Have Not Vested (\$)(2)
Jay T. Flatley	375,000		4.30	2/25/2015	66,750	4,227,945
	491,666	8,334(3)	10.49	1/30/2016		
	548,333	151,667(3)	20.04	1/25/2017		
	164,062	60,938(4)	33.80	2/1/2018		
	119,791	130,209(4)	27.97	1/29/2019		
	51,562	173,438(4)	36.30	1/28/2020		
Christian O. Henry	16,500		5.23	6/6/2015	22,854	1,447,572
	8,833	1,334(3)	10.49	1/30/2016		
	84,635	65,000(3)	20.04	1/25/2017		
	65,625	24,375(4)	32.49	1/29/2018		
	44,921	48,829(4)	28.45	1/28/2019		
	15,468	52,032(4)	37.04	1/27/2020		
Christian G. Cabou	10,000	25,000(5)	13.70	5/30/2016	20,539	1,300,940
	2,500	32,500(3)	20.04	1/25/2017		
	2,156	22,344(4)	32.49	1/29/2018		
	4,937	39,063(4)	28.45	1/28/2019		
	15,468	52,032(4)	37.04	1/27/2020		
Tristan B. Orpin	1,667		4.54	1/20/2015	20,539	1,300,940
	1,667	1,667	10.49	1/30/2016		
	92,666	43,334(3)	20.04	1/25/2017		
	60,156	22,344(4)	32.49	1/29/2018		
	35,937	39,063(4)	28.45	1/28/2019		
	15,468	52,032(4)	37.04	1/27/2020		
Mostafa Ronaghi	134,166	95,834(6)	44.38	8/4/2018	10,475	663,487
	15,093	16,407(4)	28.45	1/28/2019		
	15,468	52,032(4)	37.04	1/27/2020		

- (1) Stock awards consist of RSUs. RSUs 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.
- (2) Market value of stock awards was determined by multiplying the number of unvested shares by \$63.34, which was the closing market price of our common stock on The NASDAQ Global Select Market on December 31, 2010, the last trading day of fiscal 2010.
- (3) These options vest monthly over a five year period from the date of grant.
- (4) These options vest monthly over a four year period from the date of grant.
- (5) 20% of these options vest on the first anniversary of the grant, and the remaining options vest monthly over the next 48 months.
- (6) 25% of these options vest on the first anniversary of the grant, and the remaining options vest monthly over the next 36 months.

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<u>Name</u>	Option Awards		Stock Awards	
	Number of Shares <u>Acquired on Exercise (#)</u>	Value Realized <u>on Exercise(1) (\$)</u>	Number of Shares <u>Acquired on Vesting (#)</u>	Value Realized on <u>Vesting (\$)</u>
Jay T. Flatley	325,000	14,066,610	9,500	351,305
Christian O. Henry	155,500	4,028,838	3,563	130,117
Christian G. Cabou	186,500	4,567,371	3,084	112,664
Tristan B. Orpin	163,001	5,409,142	3,084	112,664
Mostafa Ronaghi			525	19,058

- (1) Value realized on exercise of option awards is computed by determining the difference between the closing market price of our common stock on The NASDAQ Global Select Market on the dates of exercise and the exercise price per share exercised.

Nonqualified Deferred Compensation for Fiscal 2010

<u>Name</u>	Executive Contributions in Last Fiscal Year <u>\$(1)</u>	Illumina Contributions in Last Fiscal Year <u>\$(3)</u>	Aggregate Earnings in Last Fiscal Year <u>\$(2)</u>	Aggregate Withdrawals / Distributions (\$)	Aggregate Balance at Last Fiscal Year-End (\$)
Jay T. Flatley	250,000		36,100	146,511	
Christian O. Henry	225,000		28,020	59,901	365,779
Christian G. Cabou			3,154		59,195
Tristan B. Orpin			17,480		168,328
Mostafa Ronaghi			35,624		332,876

- (1) Amounts included in the Summary Compensation Table in the Salary and Non-Equity Incentive Plan Compensation columns.
- (2) These amounts are not included in the Summary Compensation Table because plan earnings were not preferential or above market.
- (3) The Company made no contributions towards the deferred compensation plan for the participants in fiscal 2010 or prior years.

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The following table presents information about shares of our common stock that may be issued under our equity compensation plans, including compensation plans that were approved by our stockholders as well as compensation plans that were not approved by our stockholders. Information in the table is as of January 2, 2011.

<u>Plan Category</u>	(a) Number of Securities to Be Issued Upon Exercise of Outstanding Options and Rights	(b) Weighted-Average Exercise Price per Share of Outstanding Options and Rights (\$)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	13,747,033(1)	21.11(2)	23,597,489(3)
Equity compensation plans not approved by security holders	1,244,500(4)	37.53	N/A(5)
Total	14,991,533	22.83	23,597,489

- (1) Represents 10,637,801 shares issuable upon exercise of options and 3,109,232 shares issuable under restricted stock unit awards. Options outstanding include 2,105,153 options with a weighted-average exercise price of \$29.72 that were assumed in connection with corporate acquisitions.
- (2) RSUs have been excluded for purposes of computing weighted-average exercise price.
- (3) Includes 7,535,584 shares available for grant under our 2005 Stock Incentive Plan and 16,061,905 shares available for grant under our 2000 Employee Stock Purchase Plan.
- (4) Represents options granted under our New Hire Stock and Incentive Plan.
- (5) There is no set number of shares reserved for issuance under the New Hire Stock and Incentive Plan.

AUDIT COMMITTEE REPORT

The following report of the Audit Committee, the report of the Compensation Committee under Compensation Committee Report, along with statements in this proxy statement regarding the Audit Committee's charter, are not considered soliciting material and are not considered to be filed with the SEC as part of this proxy statement. Any current or future cross-references to this proxy statement in filings with the SEC under either the Securities Act of 1933 or the Securities Exchange Act of 1934 will not include such reports or statements, except to the extent that we specifically incorporate it by reference in such filing.

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors and provides advice with respect to our risk evaluation and mitigation processes. In fulfilling its oversight role, the Audit Committee monitors and advises the Board of Directors on:

the integrity of our consolidated financial statements and disclosures;

the independent auditors' qualifications and independence;

the performance of our internal and independent audit functions;

the adequacy of our internal controls;

our compliance with legal and regulatory requirements; and

the processes utilized by management for identifying, evaluating, and mitigating strategic, financial, operational, regulatory, and external risks inherent in our business.

The Audit Committee meets with the independent auditors, internal auditor, and our outside counsel, with and without our management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

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The Audit Committee, in its oversight role, has reviewed and discussed the consolidated financial statements with management and Ernst & Young LLP, our independent auditors. Management is responsible for the preparation, presentation, and integrity of our financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. Ernst & Young LLP is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with U.S. generally accepted accounting principles, as well as expressing an opinion on the effectiveness of internal control over financial reporting.

During the course of fiscal 2010, management completed the documentation, testing, and evaluation of our system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. The Audit Committee was kept apprised of the progress of the evaluation and provided oversight and advice to management during the process. In connection with this oversight, the Audit Committee received periodic updates from management and Ernst & Young LLP at each regularly scheduled Audit Committee meeting. At the conclusion of the process, management provided the Audit Committee with, and the Audit Committee reviewed, a report on the effectiveness of our internal control over financial reporting. The Audit Committee also reviewed the report of management contained in our Annual Report on Form 10-K for the fiscal year ended January 2, 2011 filed with the SEC, as well as Ernst & Young LLP's Reports of Independent Registered Public Accounting Firm included in our Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule and (ii) the effectiveness of internal control over financial reporting. The Audit Committee continues to oversee our efforts related to our internal control over financial reporting and management's preparations for the evaluation for the fiscal year ending January 1, 2012.

The Audit Committee has reviewed and discussed the consolidated audited financial statements with management, discussed with the independent auditors the matters required to be discussed by SAS 61 (Codification of Statements of Auditing Standards), has received the written disclosures and the letter from independent auditors required by ISB Standard No. 1, and has had discussions with the independent auditors regarding their independence. Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended January 2, 2011 for filing with the SEC.

RESPECTFULLY SUBMITTED BY THE AUDIT COMMITTEE.

A. Blaine Bowman (Chairperson)
Daniel M. Bradbury
Karin Eastham
William H. Rastetter, Ph.D.

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During the fiscal years ended January 2, 2011 and January 3, 2010, the aggregate fees billed by Ernst & Young LLP for professional services were as follows:

	Year Ended January 2, 2011	Year Ended January 3, 2010
Audit Fees	\$ 1,004,528	\$ 939,893
Audit-Related Fees	19,450	31,521
Tax Fees	91,422	24,998
Total	\$ 1,115,400	\$ 996,412

Audit fees consist of amounts for professional services rendered in connection with the integrated audit of our financial statements and internal control over financial reporting, review of the interim financial statements included in quarterly reports, and statutory audits required internationally. For the fiscal years ended January 2, 2011 and January 3, 2010, audit-related fees were primarily incurred for accounting consultations. Tax fees for the fiscal years ended January 2, 2011 and January 3, 2010 related to services rendered for the preparation of foreign tax filings. For the fiscal years ended January 2, 2011 and January 3, 2010, Ernst & Young LLP did not perform any professional services other than as stated under the captions Audit Fees, Audit-Related Fees, and Tax Fees above.

Pre-Approval Policies and Procedures

The Audit Committee, as required by the Securities Exchange Act of 1934, requires advance approval of all audit services and permitted non-audit services to be provided by our independent registered public accountants. The Audit Committee must approve the permitted service before the independent auditors are engaged to perform it. The services listed as Audit Fees, Audit-Related Fees, and Tax Fees in the table above were pre-approved by our Audit Committee in accordance with this policy.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We entered into a license agreement with Tufts University in 1998 in connection with the license of patents filed by Dr. David Walt, one of our directors. Dr. Walt is the Robinson Professor of Chemistry at Tufts University. Under that agreement, we pay royalties to Tufts upon the commercial sale of products based on the licensed technology. Tufts University pays a portion of the royalties received from us to Dr. Walt, the amount of which is controlled solely by Tufts University. The portion of royalties received from us that Tufts University shared with Dr. Walt during fiscal 2010 was approximately \$592,000.

In October 2009, we made a \$1.95 million investment to acquire shares of Series A Preferred Stock of Helixis, Inc., a developer of advanced nucleic acid analysis tools. Mr. Flatley, our President and Chief Executive Officer, is a director of Helixis, and he also owns shares of stock representing less than one percent of Helixis' outstanding capital stock on

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a fully-diluted basis. In April 2010, we acquired all of the outstanding capital stock of Helixis that was not already owned by the Company. The Board of Directors, with Mr. Flatley abstaining, reviewed and approved our investment in, and subsequent acquisition of, Helixis.

All future transactions between us and our officers, directors, principal stockholders, and affiliates will be subject to approval by a majority of the independent and disinterested members of our Board of Directors, and will be on terms determined by such members of the Board of Directors to be no less favorable to us than could be obtained from unaffiliated third parties.

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We have entered into indemnification agreements with each of our directors and executive officers pursuant to which we have agreed to indemnify these persons to the fullest extent permitted by law in connection with certain claims that may arise generally relating to their acting in their capacities as our directors or executive officers.

OTHER MATTERS

As of the date of this proxy statement, we know of no other matters that will be presented for consideration at the annual meeting. If any other matters properly come before the meeting, it is the intention of the proxy agent named in the enclosed form of proxy to vote the shares represented as the Board of Directors may recommend. Discretionary authority with respect to such other matters is granted by the execution of the enclosed proxy.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The members of our Board of Directors, our executive officers, and persons who hold more than 10% of our outstanding common stock are subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, which requires them to file reports with respect to their ownership of, and transactions related to, our common stock and related derivative securities. Based solely upon our review of copies of Section 16(a) reports, which we received from such persons for their transactions during fiscal 2010, we believe that all reporting requirements under Section 16(a) for such fiscal year were met in a timely manner by these individuals, except that one Form 4 was not filed timely for each Dr. Grint and Dr. Möller.

STOCKHOLDER PROPOSALS FOR OUR 2012 ANNUAL MEETING

Stockholder proposals that are intended to be presented at our 2012 annual meeting of stockholders must be received at our principal executive offices no later than November 24, 2011, in order to be included in the proxy statement and form of proxy relating to that meeting, and must meet all other requirements as specified in our bylaws and Rule 14a-8 under the Securities Exchange Act of 1934. In addition, the proxy solicited by the Board of Directors for the 2012 annual meeting will confer discretionary authority to vote on any stockholder proposal presented at that meeting, unless we receive notice of such proposal not later than February 9, 2012.

HOUSEHOLDING

Our 2010 Annual Report on Form 10-K, including our audited financial statements for fiscal 2010, is being mailed to you along with this proxy statement. In order to reduce printing and postage costs, in certain circumstances only one annual report, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, will be mailed to multiple stockholders sharing an address unless we receive contrary instructions from one or more of the stockholders sharing an address. If your household has received only one annual report, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, we will deliver promptly a separate copy of the annual report, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, to any stockholder who sends a written or oral request to Illumina, Inc., 9885 Towne Centre Dr., San Diego, California 92121, Attention: Corporate Secretary. If your household is receiving multiple copies of our annual reports, proxy statements, or Notices of Internet Availability of Proxy Materials and you wish to request delivery of a single copy, you may send a written request to Illumina, Inc., 9885 Towne Centre Dr., San Diego, California 92121, Attention: Corporate Secretary.

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WHERE YOU CAN FIND MORE INFORMATION

We maintain an Internet site at *www.illumina.com*. We use our website as a channel of distribution of material company information. Our website and the information posted on it or connected to it shall not be deemed to be incorporated by reference into this proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS OF ILLUMINA, INC.

Dated: March 24, 2011

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ILLUMINA, INC.
ATTN: PETER FROMEN
9885 TOWNE CENTRE DR.
SAN DIEGO, CA 92121

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ILMN2011

You may attend the meeting on May 10, 2011 via the Internet at www.virtualshareholdermeeting.com/ILMN2011 and vote during the meeting using the information that is printed in the box marked by the arrow → XXXX XXXX XXXX .

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M31245-P06902

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ILLUMINA, INC.

The Board of Directors recommends that you vote FOR the following:

For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.
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Vote on Directors

1. Election of Directors with Terms Expiring in 2014

Nominees:

- 01) Daniel M. Bradbury
- 02) Roy A. Whitfield

Election of Director with Term Expiring in 2013

Nominee:

03) Gerald Möller, Ph.D.

Vote on Proposals

following proposals:

for independent registered public accountants for the fiscal year ending January 1, 2012

For Against Abstain

tion

Year frequency:

1 Year 2 Years 3 Years Abstain

any vote on executive compensation

the meeting or any adjournment thereof.

When signing as attorney, executor, administrator, or other fiduciary, please give full title as
 persons must sign. If a corporation or partnership, please sign in full corporate or partnership

Signature [PLEASE SIGN WITHIN Date
 BOX]

Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

M31246-P06902

ILLUMINA, INC.

Annual Meeting of Stockholders

May 10, 2011 9:00 AM Pacific Time

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Jay T. Flatley as proxy with the power to appoint his substitute, and hereby authorizes him to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of ILLUMINA, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of stockholder(s) to be held via live webcast at www.virtualshareholdermeeting.com/ILMN2011 at 9:00 AM Pacific Time on Tuesday, May 10, 2011, and any adjournment or postponement thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side