

ILLUMINA INC
Form 424B7
June 27, 2008

Prospectus Supplement
(To Prospectus Dated August 13, 2007)

Filed Pursuant to Rule 424(b)(7)
File No. 333-145408

**\$400,000,000 Principal Amount of 0.625% Convertible Senior Notes due 2014
and**

Shares of Common Stock Issuable on Conversion of the Notes

This prospectus supplement covers resales of our 0.625% convertible senior notes due 2014, and the shares of our common stock issuable upon the conversion of the notes, by the holders of those securities. We will not receive any proceeds from the resale of the notes or shares.

This prospectus supplement supplements, and must be read in conjunction with, the prospectus, dated August 13, 2007.

Investing in the notes or the underlying shares of our common stock involves a high degree of risk. Before buying any notes or shares, you should read the discussion of material risks of investing in the notes and our common stock under the heading Risk Factors Risks Related to the Notes and Our Common Stock beginning on page 17 of the prospectus and under the heading Item 1A. Risk Factors in our quarterly report for the fiscal quarter ended March 30, 2008, which is incorporated by reference into the prospectus. See Where You Can Find More Information and Incorporation of Certain Documents by Reference in the prospectus for a description of how you may obtain copies of these documents.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the related prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 27, 2008

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Selling Securityholders

The information in the table below should be considered in addition to the information appearing in the related prospectus under the heading "Selling Securityholders" and is based on information provided to us by the selling securityholders as of June 27, 2008. If any selling securityholder identified in the table below is also identified in the table appearing under the heading "Selling Securityholders" in the related prospectus, or in any other supplement to that prospectus filed with the SEC prior to June 27, 2008, then the information relating to that selling securityholder in the table and notes below supersedes in the corresponding information in the prospectus or supplement.

The table below sets forth information about the beneficial ownership of the notes and shares of our common stock by each holder who has timely provided us with a completed and executed notice and questionnaire stating its intent to use this prospectus supplement and the related prospectus to sell or otherwise dispose of notes or shares of our common stock that may be issuable upon conversion of the notes.

We have prepared this table using information furnished to us by or on behalf of the selling securityholders. Except as otherwise indicated below, to our knowledge, no selling securityholder or any of its affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or our predecessors or affiliates during the three years prior to the date of this prospectus supplement.

Our registration of the notes and the shares of our common stock that may be issued upon conversion of the notes does not mean that the selling securityholders identified below will sell all or any of these securities. In addition, the selling securityholders may have sold, transferred or disposed of all or a portion of their notes since the date on which they provided us with the information regarding their holdings, including in transactions exempt from the registration and prospectus delivery requirements of the Securities Act of 1933, as amended. The identity and holdings of the selling securityholders may change from time to time.

A selling securityholder that is identified below as a broker-dealer, or an affiliate of a broker-dealer, may be deemed to be an underwriter with respect to the securities it sells pursuant to this prospectus supplement.

Name	Principal Amount of Notes Beneficially Owned	Number of Shares of Common Stock Beneficially Owned Before this Offering that May Be Sold	Number of Shares of Common Stock Beneficially Owned Pursuant to this Prospectus Supplement	Number of Shares of Common Stock Beneficially Owned Pursuant to this Prospectus Supplement	Number of Shares of Common Stock Beneficially Owned After this Offering	As a Percentage of Common Stock Outstanding ⁴
Absolute Strategies Fund ⁵	\$ 42,000	961	961	961		*
Merrill Lynch, Pierce, Fenner & Smith ^{6, 7, 8}	\$ 5,500,000 ⁹	290,865	125,965	125,965	164,900	*
SSI Hedged Convertible Income Fund ⁵	\$ 172,000	3,939	3,939	3,939		*
SSI Hedged Convertible Opportunity Fund ⁵	\$ 1,296,000	29,682	29,682	29,682		*
	\$ 426,000	9,756	9,756	9,756		*

United Technologies Master Retirement Trust ⁵				
Viacom Inc. Pension Plan Master Trust ⁵	\$	64,000	1,465	1,465
				*

* Less than 1%.

(1) Includes shares issuable upon conversion of all notes that the selling securityholder has indicated to us that it owns. See note (2) below.

(2) Assumes conversion of the full amount of notes indicated next to the selling securityholder in the table above at the rate of 22.9029 shares of our common stock per \$1,000 in principal amount of the notes. This represents the theoretical maximum number of shares issuable upon conversion of the notes, disregarding the effects of any events that result in an adjustment to the conversion rate. Based on recent trading prices of our common stock, the actual number of shares issuable upon conversion of the notes is lower than the theoretical

maximum indicated in the table above. See Conversion of Notes below. The conversion rate and the number of shares of common stock issuable upon conversion of the notes may be adjusted under the circumstances described in the prospectus under

Description of the Notes Conversion Rights Conversion Rate Adjustments and Adjustment to Shares Delivered upon Conversion upon Fundamental Change.

Accordingly, the number of shares of our common stock issuable upon conversion of the notes may increase or decrease from time to time.

Holder will receive a cash adjustment for any fractional shares resulting from conversion of the notes, as described in the prospectus under Description of the Notes Conversion Rights Payment upon Conversion.

- (3) Assumes that the selling securityholder has sold all the shares of our common stock shown as being issuable upon conversion of the notes listed next to such securityholder's name.
- (4) Calculated based on 57,108,583 shares of our common stock outstanding as of June 18, 2008. In calculating this amount for a particular selling securityholder, we treated as outstanding the number of shares of our common stock issuable upon conversion of all of that holder's notes. However, we did not assume the conversion of any other holder's notes.
- (5) John Gottfurcht, George Douglas and Amy Jo Gottfurcht share voting or dispositive powers over

these securities.

- (6) The selling stockholder has advised us as follows:
- To the best of our knowledge, [Merrill Lynch, Pierce, Fenner & Smith] and any of its affiliates, officers, directors or principal equity holders did not hold any position or office or have any other material relationship with [Illumina, Inc.]. However, [Merrill Lynch, Pierce, Fenner & Smith] is a multi-national, full-service financial services firm with many affiliated entities that may have or had any number of and types of relationships with [Illumina, Inc.], including as an underwriter or syndicate member in past offerings.
- (7) This selling securityholder has identified itself as a broker-dealer that is registered under the Securities Exchange Act of 1934, as amended.
- (8) This selling securityholder has represented to us that, at the time it acquired the securities, it did not have any agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (9) This selling securityholder has indicated that, in addition to the \$5,500,000 principal amount of notes that it may sell pursuant to this prospectus supplement, it also owns \$7,200,000 principal amount of notes that it may sell other than pursuant to this prospectus supplement. This additional \$7,200,000 principal amount of notes, and the underlying shares of common stock, might be freely transferable by this selling securityholder, without the requirement to deliver any prospectus. The theoretical maximum number of shares underlying this additional \$7,200,000 principal amount of notes is 164,900 shares, based on the current conversion rate of 22.9029 shares per \$1,000 principal amount of the notes. The number of shares indicated next to this selling securityholder as beneficially owned before this offering includes, and the number of shares indicated next to this selling securityholder as beneficially owned after this offering represents, the 164,900 shares of common stock theoretically underlying the additional \$7,200,000 principal amount of notes.

Conversion of Notes

Generally, upon conversion of a note, we must pay the conversion value of the note in cash, up to the principal amount of the note. If the conversion value exceeds the principal amount, then we must pay the excess in shares of our common stock, except that we will pay cash in lieu of any fractional share that would otherwise be due. See

Description of Notes Conversion Rights Payment upon Conversion in the accompanying prospectus. For illustrative purposes only, if our common stock hypothetically continues to trade at a price equal to the closing price per share of \$83.50 on June 26, 2008, then a note of \$1,000 principal amount would be convertible into:

\$1,000 in cash, representing the principal amount of the note;

10 shares, representing the excess of the conversion value of the note over the principal amount; and

\$77.39 in cash, representing cash in lieu of fractional shares.

The actual amount of cash and, if applicable, shares due upon conversion will depend on the actual trading prices of our common stock during the relevant observation period described in the accompanying prospectus. The illustration above is not intended to indicate that we expect our common stock to continue to trade at any price, and actual trading prices may be significantly different from the price assumed in this illustration.