

ILLUMINA INC
Form 424B7
October 10, 2008

Prospectus Supplement, dated October 10, 2008
(To Prospectus dated August 13, 2007)

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

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**. 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 that we filed with the SEC prior to the date of this prospectus supplement, 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 as of the date of this prospectus supplement. The information about the selling securityholders listed below may have changed since the time they provided us with the information, and the information may also change from time to time after the date of this prospectus supplement.

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 or shares of our common stock 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 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 Before this Offering that May Be Sold Pursuant to this Prospectus Supplement	Number of Shares of Common Stock Beneficially Owned Before this Offering ⁽¹⁾	Conversion that May Be Sold Pursuant to this Prospectus Supplement ⁽²⁾	Number of Shares of Common Stock Beneficially	
				Number ⁽³⁾	Outstanding ⁽⁴⁾
RBC Capital Markets ^{(5), (6)}	\$6,000,000	274,834	274,834		*

* Less than 1%.

(1) Includes the theoretical maximum number of shares issuable upon conversion of the notes listed next to such selling securityholder, disregarding the effects of any future events that result in an adjustment to the conversion rate. See note (2) below.

(2) Assumes conversion of the full amount of notes listed next to the selling

securityholder in the table above at the rate of 45.8058 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 future 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 123,688,193 shares of our common stock outstanding as of the close of business on October 6, 2008, excluding treasury shares. 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 securityholder's notes. However, we did not assume the conversion of any other securityholder's notes.

(5) The selling securityholder has identified itself as a broker-dealer that is registered under the Securities Exchange Act of 1934, as amended.

(6) The 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.

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 \$29.00 on October 9, 2008, then a note of \$1,000 principal amount would be convertible into:

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

11 shares of our common stock, representing the excess of the conversion value of the note over the principal amount; and

\$9.37 in cash, representing cash in lieu of fractional shares.

The actual amount of cash and, if applicable, shares of our common stock 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.

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