

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.

Form 8-K

October 02, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**September 29, 2017**

**Pacific Biosciences of California, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34899**  
**(Commission**  
  
**File Number)**

**16-1590339**  
**(IRS Employer**  
  
**Identification No.)**

**1305 O Brien Drive**

**Menlo Park, California 94025**

**(Address of principal executive offices, including zip code)**

**(650) 521-8000**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year**

On September 29, 2017, the Board of Directors (the Board ) of Pacific Biosciences of California, Inc. (the Company ) amended and restated the Company s bylaws (as so amended and restated, the Bylaws ). The amended or additional provisions provide for, among other things:

majority voting for directors in uncontested director elections, whereby a nominee for director will be elected to the Board if the stockholder votes cast for such nominee s election exceed the votes cast against such nominee s election (the Bylaws retain plurality voting for contested director elections. Previously, the Company had plurality voting in all director elections);

clarifications for stockholder meeting procedures, including updates to the Company s advance notice procedures;

amendments to certain provisions with respect to the governance and procedures of the Board; and

updates and clarifications to certain general corporation provisions, including those related to maintenance of the Company s stock ledger and execution of stock certificates.

The foregoing description of the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is filed herewith:

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | <u>Amended and Restated Bylaws of Pacific Biosciences of California, Inc.</u> |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Pacific Biosciences of California, Inc.**

By: /s/ Susan K. Barnes  
**Susan K. Barnes**

**Executive Vice President, Chief Financial Officer  
and Principal Accounting Officer**

Date: September 29, 2017