

ILLUMINA INC  
Form 10-Q/A  
October 16, 2008

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A  
(Amendment No. 1)**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For Quarterly Period Ended June 29, 2008**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 000-30361**

**Illumina, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

33-0804655

(State or other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

9885 Towne Centre Drive, San Diego, CA

92121

(Address of Principal Executive Offices)

(Zip Code)

(858) 202-4500

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer:	Accelerated filer:	Non-accelerated filer:	Smaller reporting company:
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 15, 2008, there were 57,163,393 shares of the Registrant's Common Stock outstanding.

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Item 6. Exhibits

SIGNATURES

EXHIBIT 10.43

EXHIBIT 31.1

EXHIBIT 31.2

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**Explanatory Note**

We are filing this Amendment No. 1 to our quarterly report on Form 10-Q for the fiscal quarter ended June 29, 2008, which we originally filed with the Securities and Exchange Commission, or SEC, on July 25, 2008, to amend Exhibit 10.43, our Amended and Restated Stock and Incentive Plan. As originally filed, Exhibit 10.43 inadvertently omitted the text of amendments that we effected in July 2007 and described in a current report on Form 8-K that we filed with the SEC on July 30, 2007.

This Amendment No. 1 continues to speak as of the date of our original quarterly report, and we have not updated the disclosure contained in that original quarterly report to reflect any subsequent events. Accordingly, you should read the filings we have made with the SEC since the time we filed that original quarterly report.

**Item 6. Exhibits**

**Exhibit**

<b>number</b>	<b>Description</b>
10.43	Amended and Restated Stock and Incentive Plan.
10.53	Change in Control Severance Agreement between the Registrant and Gregory F. Heath.
10.54	Change in Control Severance Agreement between the Registrant and Joel McComb.
10.55	Indemnification Agreement between the Registrant and Gregory F. Heath.
10.56	Indemnification Agreement between the Registrant and Joel McComb.
31.1	Certification of Jay T. Flatley pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Christian O. Henry pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Jay T. Flatley pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Christian O. Henry pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Previously filed.

**SIGNATURES**

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 thereunto duly authorized.

Illumina, Inc.

Date: October 16, 2008

*/s/ Christian O. Henry*  
Christian O. Henry  
Senior Vice President and Chief Financial  
Officer