

ILLUMINA INC  
Form PREC14A  
February 17, 2012  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**Illumina, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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**Table of Contents**

**5200 Illumina Way**

**San Diego, California 92122**

[ ], 2012

Dear Stockholder:

You are cordially invited to participate in the 2012 Annual Meeting of Stockholders of Illumina, Inc., which will be held on [ ], 2012, at [ ] a.m. [ ] Time, at [ ]. You may find details regarding the business to be conducted in the accompanying Notice of Annual Meeting and Proxy Statement.

This annual meeting is of particular importance to all of Illumina's stockholders because of the ongoing and unsolicited attempt by CKH Acquisition Corporation (Roche), an indirect, wholly owned subsidiary of Roche Holding Ltd, to acquire Illumina. As you may already know, Roche has launched an unsolicited tender offer to acquire all shares of Illumina's common stock for \$44.50 per share in cash.

**Illumina's Board of Directors has thoroughly reviewed the terms and conditions of Roche's offer with Illumina's financial and outside legal advisors and has unanimously determined that Roche's offer is inadequate to Illumina's stockholders and that the acceptance of the offer is not in the best interests of Illumina or its stockholders.** In considering Roche's offer, it is important to recognize that, unlike Illumina's Board of Directors, Roche's officers and directors have a duty to act in the best interests of Roche, not of Illumina's stockholders. It is in Roche's economic interest to acquire Illumina at the lowest possible value to Illumina's stockholders. In other words, the interests of Roche and of Illumina's stockholders are diametrically opposed.

In an attempt to pressure Illumina's Board of Directors to give favorable consideration to Roche's offer, Roche notified us and publicly announced that it intends to oppose the re-election of the four directors whose terms expire at the 2012 annual meeting, including our Chairman of the Board and our Chief Executive Officer, all of whom were nominated for re-election by Illumina's full Board of Directors. Instead, Roche is proposing to nominate for election to Illumina's Board of Directors four individuals who have been selected and compensated for their service as nominees by Roche and who have no prior connection to Illumina. Roche also notified us and publicly announced that it intends to propose at the annual meeting certain amendments to our bylaws that, among other things, would result in an increase in the size of Illumina's Board of Directors from nine to eleven directors and allow only stockholders to fill newly created directorships. Roche is also proposing to nominate two additional individuals to fill the new directorships that its proposals would create. In the event that all of Roche's proposals are adopted, and all of Roche's nominees are elected, Roche's nominees would constitute a majority of Illumina's Board of Directors.

We strongly urge you to support Illumina's current directors for re-election to Illumina's Board of Directors and to reject Roche's efforts to pack our Board of Directors with its nominees. We believe that Illumina's directors, including those who are up for re-election at the annual meeting and have been nominated by Illumina's Board of Directors, with their extensive relevant and diverse experience, best represents the interests of Illumina's stockholders. We believe Roche's nominees have been nominated solely to facilitate the acquisition of Illumina at an inadequate price.

Accordingly, Illumina's Board of Directors unanimously recommends that you vote **FOR** its four nominees:

A. Blaine Bowman,

Karin Eastham,

Jay T. Flatley and

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William H. Rastetter.

**Illumina's Board of Directors urges you NOT to sign or return any [gold] proxy cards sent by Roche.** If you have previously voted a [gold] proxy card from Roche, you can revoke that earlier proxy and vote for Illumina's nominees and on the other matters to be voted on at the annual meeting by referring to the instructions on the enclosed **WHITE** proxy card to submit your vote by telephone or Internet, or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided.

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**Table of Contents**

In addition to the Board of Directors elections, this year's annual meeting includes the following agenda items:

<b>Item</b>	<b>Board of Directors Recommendation</b>
Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012	<b>FOR</b>
Hold an advisory vote on the compensation of the named executive officers as disclosed in the Proxy Statement	<b>FOR</b>
Consider Roche's proposal to amend our bylaws to increase the number of directors on the Board of Directors	<b>AGAINST</b>
Consider Roche's proposal to amend our bylaws to require that newly created directorships be filled only by a stockholder vote	<b>AGAINST</b>
Consider Roche's proposal to fill the two newly created directorships with its nominees, if Roche's Board expansion proposal is approved	<b>AGAINST</b>
Consider Roche's proposal to repeal any bylaw amendments adopted by Illumina's Board of Directors without stockholder approval after April 22, 2010	<b>AGAINST</b>

Please refer to the 2012 Proxy Statement for detailed information on each of the proposals and the annual meeting.

**Your vote is important. Whether or not you plan to attend the annual meeting, we strongly urge you to cast your vote as soon as possible.** You may vote by telephone or Internet, or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. Please refer to the **WHITE** proxy card for easy voting instructions.

Sincerely,

JAY T. FLATLEY

*President and Chief Executive Officer*

**Table of Contents**

**TABLE OF CONTENTS**

<u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>	i
<u>PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS</u>	1
<u>ABOUT THE 2012 ANNUAL MEETING</u>	2
<u>COMPANY INFORMATION AND MAILING ADDRESS</u>	10
<u>ROCHE S OFFER AND PROXY SOLICITATION</u>	11
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	13
<u>PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	15
<u>PROPOSAL 3: ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	16
<u>PROPOSALS 4, 5, AND 6: ROCHE S BOARD OF DIRECTORS EXPANSION PROPOSALS</u>	17
<u>PROPOSAL 7: ROCHE S BYLAW AMENDMENT REPEAL PROPOSAL</u>	19
<u>INFORMATION ABOUT DIRECTORS</u>	20
<u>BOARD OF DIRECTORS AND CORPORATE GOVERNANCE</u>	24
<u>Board of Directors</u>	24
<u>Attendance at Meetings</u>	24
<u>Corporate Governance</u>	24
<u>Board Leadership Structure</u>	24
<u>Board s Role in Risk Oversight</u>	25
<u>Committees of the Board of Directors</u>	25
<u>Compensation Committee Interlocks and Insider Participation</u>	27
<u>Code of Ethics</u>	27
<u>DIRECTOR NOMINATIONS</u>	28
<u>Criteria for Board Membership</u>	28
<u>Process for Identifying and Evaluating Nominees</u>	28
<u>Stockholder Nominees</u>	28
<u>COMMUNICATIONS WITH THE BOARD OF DIRECTORS</u>	29
<u>DIRECTOR AND EXECUTIVE OFFICER STOCK OWNERSHIP POLICY</u>	29
<u>DIRECTOR COMPENSATION</u>	30
<u>Cash Compensation</u>	30
<u>Equity Compensation</u>	31
<u>Additional Benefits</u>	31
<u>Non-Employee Director Compensation</u>	31
<u>STOCK OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT</u>	33
<u>EXECUTIVE OFFICERS</u>	35
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	36
<u>Recent Say-on-Pay Vote</u>	36
<u>Compensation Philosophy and Objectives</u>	36
<u>Use of Market Data and Benchmarking</u>	36
<u>Role of the Compensation Committee</u>	37
<u>Components and Analysis of Fiscal 2011 Executive Compensation</u>	39
<u>Tax and Accounting Considerations</u>	47
<u>COMPENSATION COMMITTEE REPORT</u>	47
<u>EXECUTIVE COMPENSATION</u>	48
<u>Summary Compensation Table</u>	48
<u>Grants of Plan-Based Awards Table</u>	49
<u>Outstanding Equity Awards at Fiscal Year-End Table</u>	50
<u>Option Exercises and Stock Vested Table</u>	51
<u>Nonqualified Deferred Compensation for Fiscal 2011</u>	51
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	51
<u>AUDIT COMMITTEE REPORT</u>	52
<u>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	53
<u>Fees Paid to Ernst &amp; Young LLP</u>	53
<u>Pre-Approval Policies and Procedures</u>	53

**Table of Contents**

<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	53
<u>OTHER MATTERS</u>	54
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	54
<u>STOCKHOLDER PROPOSALS FOR OUR 2013 ANNUAL MEETING</u>	54
<u>HOUSEHOLDING</u>	54
<u>COST OF SOLICITATION</u>	54
<u>IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON [ ] 1, 2012</u>	55
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	55
<u>APPENDIX A</u>	A-1



**Table of Contents**

**5200 Illumina Way**

**San Diego, California 92122**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

<b>TIME AND DATE</b>	[ ] a.m. ([ ] Time) on [ ], [ ], 2012
<b>PLACE</b>	[ ]
<b>MEETING ADMISSION</b>	[ ]
<b>AGENDA</b>	(1) Elect four individuals to the Board of Directors;
	(2) Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012;
	(3) Hold an advisory vote on the compensation of the named executive officers as disclosed in the Proxy Statement;
	(4) Consider the proposal by CKH Acquisition Corporation ( Roche ), an indirect, wholly owned subsidiary of Roche Holding Ltd, to amend our bylaws to increase the number of directors on the Board of Directors;
	(5) Consider Roche s proposal to amend our bylaws to require that newly created directorships be filled only by a stockholder vote;
	(6) Consider Roche s proposal to fill the two newly created directorships with its nominees, if Proposal 4 is approved;
	(7) Consider Roche s proposal to repeal any bylaw amendments adopted by Illumina s Board of Directors without stockholder approval after April 22, 2010; and

(8) Transact such other business as may properly come before the meeting by or at the direction of the Board of Directors and any adjournment or postponement thereof.

**RECORD DATE**

[ ], 2012

**VOTING**

All stockholders as of the close of business on the record date are cordially invited to attend the annual meeting, but whether or not you attend, we urge you to review these materials carefully and to vote as promptly as possible by Internet, by telephone, or by signing, dating and returning your **WHITE** proxy card.

**ILLUMINA'S BOARD OF DIRECTORS STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [GOLD] PROXY CARD SENT TO YOU BY ROCHE.** If you have voted a [gold] proxy card sent to you by Roche, you can revoke that earlier proxy and vote for Illumina's Board of Directors' nominees and on the other matters to be voted on at the annual meeting by referring to the instructions on the enclosed **WHITE** proxy card to submit your vote by telephone or Internet, or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted.

By Order of the Board of Directors

Christian G. Cabou

*Senior Vice President, General Counsel & Secretary*

**San Diego, California**

[ ], 2012

**Table of Contents**

**PRELIMINARY PROXY STATEMENT DATED FEBRUARY 17, 2012, SUBJECT TO COMPLETION**

**ILLUMINA, INC.**

**5200 Illumina Way**

**San Diego, California 92122**

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on [ ], 2012**

This proxy statement is furnished in connection with the solicitation of proxies at the direction of Illumina's Board of Directors for use at the annual meeting of stockholders to be held on [ ], 2012 at [ ]. This proxy statement and the enclosed form of proxy are expected to be mailed on or about [ ], 2012. Stockholders of record at the close of business on [ ], 2012 will be entitled to vote at the annual meeting. At the close of business on [ ], 2012, [ ] shares of common stock, par value \$0.01 per share, were outstanding and entitled to vote. Stockholders are entitled to one vote per share.

**IMPORTANT**

**YOUR VOTE IS EXTREMELY IMPORTANT THIS YEAR IN LIGHT OF THE PROXY CONTEST**

**BEING WAGED BY CKH ACQUISITION CORPORATION ( ROCHE ), AN INDIRECT WHOLLY OWNED SUBSIDIARY OF ROCHE HOLDING LTD**

Whether or not you plan to attend the annual meeting and regardless of the number of shares you own, we urge you to vote promptly as follows by referring to the instructions on the enclosed WHITE proxy card to submit your vote by telephone or Internet, or by signing, dating and returning the WHITE proxy card in the postage-paid envelope provided:

- (1) **FOR the election of the following four individuals nominated by Illumina's Board of Directors to serve as directors for three years until the 2015 annual meeting of stockholders: A. Blaine Bowman, Karin Eastham, Jay T. Flatley and William H. Rastetter;**
  
- (2) **FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012;**
  
- (3) **FOR the approval, on an advisory basis, of the compensation of the named executive officers as disclosed in this proxy statement;**

- (4) **AGAINST Roche's proposal to amend our bylaws to increase the number of directors on the Board of Directors;**
  
- (5) **AGAINST Roche's proposal to amend our bylaws to require that newly created directorships be filled only by a stockholder vote;**
  
- (6) **AGAINST Roche's proposal to fill the two newly created directorships with its nominees, if Proposal 4 is approved; and**
  
- (7) **AGAINST Roche's proposal to repeal any bylaw amendments adopted by Illumina's Board of Directors without stockholder approval after April 22, 2010.**

**Illumina's Board of Directors strongly urges you NOT to sign or return any [gold] proxy card sent to you by Roche. If you have previously voted a [gold] proxy card sent to you by Roche, you may change your vote by referring to the instructions on the WHITE proxy card to submit your vote by telephone or Internet, or by signing, dating and returning the enclosed WHITE proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted.**

If you have any questions, please contact our proxy solicitation firm:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Stockholders May Call Toll-Free: (888) 750-5835

Banks & Brokers May Call Collect: (212) 750-5833

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**Table of Contents**

**ABOUT THE 2012 ANNUAL MEETING**

***Roche Proxy Contest and Tender Offer***

**What proposals are to be presented at the annual meeting?**

The purpose of the annual meeting is to (i) elect four individuals to the Board of Directors; (ii) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012; (iii) hold an advisory vote on the compensation of the named executive officers as disclosed in this proxy statement; and (iv) transact such other business as may properly come before the annual meeting by or at the direction of the Board of Directors, including any adjournment or postponement thereof. Each of Illumina and Roche has proposed a separate slate of nominees for election at the annual meeting. At the annual meeting, our stockholders will also be asked to consider Roche's proposals to (i) amend our bylaws to increase the number of directors on the Board of Directors; (ii) amend our bylaws to require that newly created directorships be filled only by a stockholder vote; (iii) fill the two newly created directorships (if Roche's board expansion proposal is approved) with Roche's nominees; and (iv) repeal any bylaw amendments adopted by Illumina's Board of Directors without stockholder approval after April 22, 2010.

**Roche has filed a preliminary proxy statement with the U.S. Securities and Exchange Commission ( SEC ). You may receive soliciting materials from Roche. Our Board of Directors urges you NOT to sign or return any [gold] proxy card sent to you by Roche.**

**What does Illumina's Board of Directors recommend?**

Illumina's Board of Directors unanimously recommends the following votes, using the **WHITE** proxy card:

- (1) **FOR** the election of the following four individuals nominated by Illumina's Board of Directors to serve as directors for three years until the 2015 annual meeting of stockholders:
  - A. Blaine Bowman;
  - Karin Eastham;
  - Jay T. Flatley; and
  - William H. Rastetter.
- (2) **FOR** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012;
- (3) **FOR** the approval, on an advisory basis, of the compensation of the named executive officers as disclosed in this proxy statement;
- (4) **AGAINST** Roche's proposal to amend our bylaws to increase the number of directors on the Board of Directors;
- (5)

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**AGAINST** Roche's proposal to amend our bylaws to require that newly created directorships be filled only by a stockholder vote;

(6) **AGAINST** Roche's proposal to fill the two newly created directorships with its nominees, if Proposal 4 is approved; and

(7) **AGAINST** Roche's proposal to repeal any bylaw amendments adopted by Illumina's Board of Directors without stockholder approval after April 22, 2010.

**Illumina's Board of Directors strongly urges you NOT to sign or return any [gold] proxy card sent to you by Roche. It will NOT help your Board of Directors if you submit proxies to Roche on its [gold] proxy card voting **Against** or **Withhold** on Roche's nominees. That will, in fact, cancel any previous vote you cast. The only way to support your Board of Directors' nominees is to vote **FOR** your Board of Directors' nominees on the WHITE proxy card.**

**Why is Illumina's Board of Directors recommending against Roche's proposals?**

*Roche's Director Nominees and Board of Directors Expansion Proposals.* In the event that all of Roche's proposals are adopted, and should all of Roche's nominees be elected, Roche's nominees would constitute a majority of Illumina's Board of Directors.

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## Table of Contents

We strongly believe that the individuals selected and compensated by Roche would have conflicts of interest if elected to Illumina's Board of Directors. We believe their ability to be independent is seriously compromised because each of Roche's nominees is receiving from Roche \$60,000 in cash compensation, as well as reimbursement for out-of-pocket expenses and indemnification for certain expenses in consideration for his agreement to be named as a nominee for this election, and has signed an agreement with Roche, which Roche has failed to furnish to Illumina. We believe Roche's nominees have been nominated solely to facilitate Roche's acquisition of Illumina at a price that is inadequate to Illumina's stockholders. While Roche's nominees may not be controlled by Roche or obligated to vote as directed by Roche, we believe their objectivity with respect to Roche's unsolicited offer may be colored by their relationship with Roche, including the compensation and indemnification agreements referenced above. In contrast, we believe that our current Board of Directors, with its extensive relevant and diverse experience, best represents the interests of our stockholders and that the slate of four directors nominated by Illumina's Board of Directors (including our Chairman and our Chief Executive Officer) should be elected.

Roche's nominees have NOT been endorsed by our Board of Directors and we are not responsible for the accuracy of any information provided by or pertaining to Roche contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Roche or for any other statements that Roche may make.

*Roche's proposal to repeal bylaw amendments.* Roche's proposal seeks to repeal all amendments to our bylaws adopted by Illumina's Board of Directors without stockholder approval after April 22, 2010 and prior to the effectiveness of such proposal without regard to the subject matter of any bylaw amendment in question.

We believe that such an automatic, blanket repeal of any bylaw amendment adopted by the Board of Directors without stockholder approval could have the effect of repealing one or more properly adopted bylaw amendments that Illumina's Board of Directors determines to be in the best interests of Illumina and its stockholders and adopted in furtherance of its fiduciary duties. In addition, due to the time and expense required to solicit proxies, it might be impracticable for Illumina to obtain stockholder approval between now and the effectiveness of Roche's approval for a bylaw amendment that Illumina's Board of Directors has determined to be in the best interests of Illumina and its stockholders and in furtherance of its fiduciary duties within a timeframe necessary to serve the best interests of Illumina and its stockholders.

For this reason, while Illumina's Board of Directors has not amended our bylaws in any manner since April 22, 2010, and does not currently expect to adopt any amendments to our bylaws prior to the annual meeting, we believe Roche's proposal to repeal bylaw amendments represents Roche's attempt to interfere with our Board of Directors' ability to act in accordance with its fiduciary duties to you and therefore should be rejected.

It is the Board of Directors' view that Roche has made each of its proposals solely to facilitate Roche's acquisition of Illumina at an inadequate price. Please see Proposals 4, 5, 6 and 7 below for further information. We will provide Roche's contact information and the number of Illumina's voting securities held by Roche, promptly upon written request to Illumina at Illumina, Inc., 5200 Illumina Way, San Diego, California 92122, Attention: Investor Relations.

### **What should I do if I receive a proxy card from Roche?**

You may receive proxy solicitation materials from Roche, including an opposition proxy statement and [gold] proxy card seeking the election of Roche's director nominees and approval of other matters proposed by Roche. **Illumina's Board of Directors urges you NOT to sign or return any [gold] proxy card sent by Roche.** If you have previously voted a [gold] proxy card sent to you by Roche, you may revoke that earlier proxy and vote for Illumina's nominees and on the other matters to be voted at the annual meeting by referring to the instructions on the enclosed **WHITE** proxy card and submit your vote by telephone or Internet, or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted.

### **What is Illumina's Board of Directors' position on the tender offer by Roche?**

After careful consideration, including a thorough review of the terms and conditions of Roche's tender offer with Illumina's financial and outside legal advisors, Illumina's Board of Directors has unanimously determined that Roche's tender offer to acquire each share of Illumina's common stock for \$44.50 per share in cash is inadequate to Illumina's stockholders and is not in the best interests of Illumina or its stockholders. Illumina's Board of Directors has unanimously recommended that Illumina's stockholders reject Roche's tender offer and not tender their shares of Illumina common stock in the offer.

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## **Table of Contents**

Illumina's Board of Directors' recommendations regarding Roche's tender offer and reasons for those recommendations are contained in Illumina's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on February 7, 2012, as amended from time to time. That filing and related filings are available on the SEC's website at [www.sec.gov](http://www.sec.gov). We urge you to read the Schedule 14D-9 (including any amendments and supplements thereto) because it contains important information regarding Roche's tender offer.

If you have already tendered shares to Roche, you may withdraw them at any time prior to the expiration of Roche's tender offer. Please see "If I have already tendered my shares of common stock to Roche, can I still withdraw my shares?" below for more information.

You should be aware that if you vote for any of Roche's proposals or nominees, it would help support Roche's tender offer, which Illumina's Board of Directors believes is NOT in the best interest of Illumina's stockholders. **We therefore strongly urge you NOT to return any [gold] proxy card provided to you by Roche.**

### **If Illumina's director nominees are elected, can I still tender my shares of common stock in Roche's tender offer?**

Yes. If Illumina's director nominees are elected, you may accept Roche's tender offer if you so elect and if it has not expired. However, as stated above, your Board of Directors unanimously recommends that you REJECT Roche's tender offer and not tender your Illumina common stock to Roche.

In addition, you should be aware that Roche has imposed a lengthy list of conditions on its tender offer—some of which are beyond the control of Illumina or Roche. Roche's obligation to purchase any shares of Illumina common stock in its tender offer is subject to the satisfaction or waiver of these conditions. Therefore, even if Roche's nominees are elected to Illumina's Board of Directors, the offer may not be consummated because the conditions to the offer may not have been satisfied or waived. The terms and conditions of Roche's tender offer are set forth in the Offer to Purchase and the related Letter of Transmittal, both of which are exhibits to the Tender Offer Statement on Schedule TO that Roche filed with the SEC on January 27, 2012, as amended, which is available on the SEC's website at [www.sec.gov](http://www.sec.gov). For more details regarding the conditionality of Roche's tender offer, please see Illumina's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on February 7, 2012 (including any amendments and supplements thereto), which is available at the SEC's website at [www.sec.gov](http://www.sec.gov).

### **If I have already tendered my shares of common stock to Roche, can I still withdraw my shares?**

You can withdraw some or all of the shares that you previously tendered in Roche's tender offer at any time prior to the expiration of the tender offer. **WE URGE YOU TO WITHDRAW ANY SHARES YOU HAVE ALREADY TENDERED.** For assistance in withdrawing your shares, you can contact your broker or Illumina's proxy solicitation firm and information agent for the tender offer, Innisfree M&A Incorporated (Innisfree), at:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Shareholders May Call Toll-Free: (888) 750-5835

Banks & Brokers May Call Collect: (212) 750-5833

## ***The Annual Meeting***

### **What is the purpose of the annual meeting?**

At our annual meeting, stockholders will act upon the matters described in this proxy statement. In addition, following the meeting, management will report on the performance of Illumina and respond to questions from stockholders.

### **Who may attend the annual meeting?**

Only our stockholders of record on the close of business on [ ], 2012 and our invited guests may attend the annual meeting. Stockholders may be required to present proof of ownership of our common stock, along with some form of personal identification (such as a driver's license or



passport), prior to being admitted to the annual meeting.

## **Table of Contents**

### ***Voting***

#### **Who can vote at the annual meeting?**

Only holders of our common stock as of [ ], 2012, the record date, or such holders' proxies are entitled to notice of and to vote on the matters listed in this proxy statement and the accompanying Notice of Annual Meeting of Stockholders. At the close of business on the record date, there were outstanding and entitled to vote [ ] shares of common stock. You have one vote for each share of common stock that you hold. A list of stockholders entitled to vote at the annual meeting will be available for examination at our principal executive offices at the address listed above for a period of 10 days prior to the annual meeting, and during the annual meeting such list will be available for examination.

#### **Who is conducting this proxy solicitation?**

Illumina's Board of Directors is soliciting your vote for matters being submitted for stockholder approval at the annual meeting.

#### **How do I vote?**

*Stockholders of Record.* If you are a stockholder of record, there are several ways for you to vote your shares.

**By Telephone.** Simply use a touch-tone telephone to dial the number shown on your **WHITE** proxy card and follow the easy voice prompts. You will need to reference the Control Number shown on the **WHITE** proxy card.

**Via the Internet.** Simply access the website indicated on your **WHITE** proxy card and follow the easy prompts. You will need to reference the Control Number shown on the **WHITE** proxy card.

**By Mail.** You may submit your vote by completing, signing, and dating each **WHITE** proxy card received and returning it in the postage-paid envelope provided. Please sign your name exactly as it appears on the proxy card.

**During the Annual Meeting.** You may vote by ballot in person at the annual meeting. Please note that even if you intend to vote in person at the annual meeting, we recommend that you still submit your proxy promptly to ensure that your shares are represented. Your vote by ballot at the annual meeting will revoke any prior proxy.

The Internet and telephone voting procedures described above, which comply with Delaware law, are designed to authenticate stockholders' identities, to allow stockholders to vote their shares, and to confirm that their instructions have been properly recorded. Your vote by telephone or by Internet authorizes the named proxies to vote your shares in the same manner as if you had marked, dated, signed and returned a proxy card.

*Beneficial Owners.* If you are a beneficial owner of your shares, you should have received proxy materials from the broker or other nominee holding your shares. You should follow the voting instructions provided by your broker or other nominee in order to instruct your broker or other nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the broker or other nominee. If you desire to vote your shares in person at the annual meeting, you will need to obtain a legal proxy from your broker or other nominee and present it at the meeting.

#### **What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

*Stockholders of Record.* You are a stockholder of record if at the close of business on the record date your shares were registered directly in your name with Computershare Trust Company, N.A., our transfer agent.

*Beneficial Owner.* You are a beneficial owner if at the close of business on the record date your shares were held by a brokerage firm or other nominee and not in your name. Being a beneficial owner means that, like many of our stockholders, your shares are held in street name. As the beneficial owner, you have the right to direct your broker or other nominee how to vote your shares by following the voting instructions your

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broker or other nominee provides. If you do not provide your broker or other nominee with instructions on how to vote your

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## **Table of Contents**

shares, your broker or other nominee may be able to vote your shares with respect to some of the proposals, but not all. Please see "What will happen if I do not vote my shares?" below for additional information.

### **Can I revoke or change my vote after I submit my proxy?**

*Stockholders of Record.* If you are a stockholder of record and you wish to vote for Illumina's nominees, you may revoke or change your vote before the final vote at the annual meeting by:

signing and returning a new **WHITE** proxy card with a later date;

submitting a later-dated vote by telephone or via the Internet;

attending the annual meeting and voting in person; or

delivering a written revocation to our Corporate Secretary at Illumina, Inc., 5200 Illumina Way, San Diego, California 92122, before the annual meeting.

**If you have previously voted a [gold] proxy card sent to you by Roche, you may change your vote at any time by referring to the instructions on the WHITE proxy card to submit your vote by telephone or Internet, or by signing, dating and returning the enclosed WHITE proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted.**

*Beneficial Owners.* If you are a beneficial owner of your shares, you must contact the broker or other nominee holding your shares and follow its instructions for revoking or changing your vote.

### **What will happen if I do not vote my shares?**

*Stockholders of Record.* If you are the stockholder of record and you do not vote, your shares will not be represented at the annual meeting.

*Beneficial Owners.* If you are the beneficial owner of your shares, your broker or other nominee may vote your shares only on those matters on which it has discretion to vote. If your broker or other nominee provides you with proxy materials in opposition to the Board of Directors' proxy materials, your broker or other nominee does not have discretion to vote your shares on any matters at the annual meeting. If opposition proxy materials are not forwarded to you by your broker or other nominee, your broker or other nominee still does not have discretion to vote your shares on non-routine matters (Proposals 1, 3, 4, 5, 6 and 7). However, in this event, your broker or other nominee does have discretion to vote your shares on routine matters (Proposal 2). The broker's or other nominee's inability to vote on non-discretionary matters for which the broker or other nominee has not received instructions from the beneficial owner is referred to as a "broker non-vote." Please see "What is a broker non-vote?" below for more information.

### **What is a "broker non-vote" ?**

The NYSE has rules that govern brokers who are holders of listed company stock (including stock such as ours that is listed on The NASDAQ Global Select Market) held in brokerage accounts for their clients who beneficially own the shares. Under these rules, brokers who do not receive voting instructions from their clients have the discretion to vote uninstructed shares on certain matters ( "discretionary matters" ) but do not have discretion to vote uninstructed shares as to certain other matters ( "non-discretionary matters" ). A broker may return a proxy card on behalf of a beneficial owner from whom the broker has not received instructions that casts a vote with regard to discretionary matters but expressly states that the broker is not voting as to non-discretionary matters. Under current NYSE interpretations, to the extent that your broker does not forward you proxy materials in opposition to the Board of Directors' proxy materials, Proposals 1, 3, 4, 5, 6 and 7 are considered non-discretionary matters and Proposal 2 is considered a discretionary matter.

### **What is the effect of a broker non-vote?**

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Broker non-votes will be counted for purposes of calculating whether a quorum is present at the annual meeting, but will not be counted for purposes of determining the number of shares present in person or represented by proxy and entitled to vote with respect to a particular proposal. Thus, a broker non-vote will not impact our ability to obtain a quorum and will not otherwise affect the outcome of the vote on a proposal that

**Table of Contents**

requires a plurality of votes cast (Proposal 1 and, if Proposal 4 is approved, but Proposal 5 is not approved, Proposal 6) or the approval of a majority of the shares present in person or represented by proxy and entitled to vote (Proposals 2, 3, 5 and 7). However, a broker non-vote on a proposal that requires the approval of 66 2/3% of the outstanding voting securities, voting together as a single class (Proposal 4), or the approval of a majority of the shares issued and outstanding and entitled to vote thereon (Proposal 6 if Proposals 4 and 5 are approved) will have the same effect as a vote AGAINST such proposal.

**How is a quorum obtained, and why is a quorum required?**

We will hold the annual meeting if a quorum is present. A quorum will be present if holders of a majority of the outstanding shares of common stock entitled to vote on a matter at the annual meeting are present or represented by proxy at the meeting. As of the close of business on the record date, we had [ ] shares of common stock outstanding and entitled to vote at the annual meeting, meaning that [ ] shares of common stock must be represented in person or by proxy to have a quorum. If a quorum is not present at the annual meeting, the meeting may be adjourned from time to time until a quorum is obtained. If you are a stockholder of record and submit a proxy, your shares will be counted to determine whether we have a quorum even if you abstain or fail to provide voting instructions on any of the proposals described in this proxy statement and listed on the proxy card. If your shares are held in the name of your broker or other nominee, and you do not tell your broker or other nominee how to vote your shares, these shares will be counted for purposes of determining the presence or absence of a quorum for the transaction of business.

**How many votes are required to approve each proposal?**

<b>Proposal</b>	<b>Vote Required</b>	<b>Votes that May be Cast</b>	<b>Board of Directors Recommendation</b>
Proposal 1 Election of four individuals to the Board of Directors	Plurality of votes cast	FOR all nominees	<b>FOR</b>
		WITHHOLD as to all nominees	
		FOR all nominees except those specific nominees from whom you WITHHOLD your vote	
		A withhold vote will have the same effect as an abstention	
However, neither an abstention nor a withhold vote will affect the outcome of the election.			
Proposal 2 Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2012	Majority of the shares present in person or represented by proxy and entitled to vote on the proposal	FOR	