

Edgar Filing: Solexa, Inc. - Form SC 13D/A

Solexa, Inc.
Form SC 13D/A
February 01, 2007

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities and Exchange Act of 1934

(Amendment No. 5)1

Solexa, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

83420X105

(CUSIP Number)

Allison Bennington, Esq.
ValueAct Capital
435 Pacific Avenue, Fourth Floor
San Francisco, CA 94133
(415) 362-3700

(Name, address and telephone number of Person
Authorized to Receive Notices and Communications)

Christopher G. Karras, Esq.
Dechert LLP
Cira Centre
2929 Arch Street
Philadelphia, PA 19104-2808
(215) 994-4000

January 26, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of

Edgar Filing: Solexa, Inc. - Form SC 13D/A

the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 83420X105

Page 2 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

ValueAct Capital Master Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)* WC*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands

7. SOLE VOTING POWER 0
8. SHARED VOTING POWER 0**
9. SOLE DISPOSITIVE POWER 0
10. SHARED DISPOSITIVE POWER 0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14. TYPE OF REPORTING PERSON PN

*See Item 3
**See Items 2 and 5

SCHEDULE 13D

Edgar Filing: Solexa, Inc. - Form SC 13D/A

CUSIP NO. 83420X105

Page 3 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. INDENTIFICATION NO. OF ABOVE PERSON (entities only)

VA Partners, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH 8. SHARED VOTING POWER 0**

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

00 (LLC)

*See Item 3

**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 4 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. INDENTIFICATION NO. OF ABOVE PERSON (entities only)

Edgar Filing: Solexa, Inc. - Form SC 13D/A

ValueAct Capital Management, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER 0
8. SHARED VOTING POWER 0**
9. SOLE DISPOSITIVE POWER 0
10. SHARED DISPOSITIVE POWER 0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

PN

*See Item 3
**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 5 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

ValueAct Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

Edgar Filing: Solexa, Inc. - Form SC 13D/A

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7. SOLE VOTING POWER
	0
NUMBER OF	8. SHARED VOTING POWER
SHARES	0**
BENEFICIALLY	
OWNED BY EACH	9. SOLE DISPOSITIVE POWER
PERSON WITH	0
	10. SHARED DISPOSITIVE POWER
	0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

00 (LLC)

*See Item 3

**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 6 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (entities only)

Jeffrey W. Ubben

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

Edgar Filing: Solexa, Inc. - Form SC 13D/A

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER 0

8. SHARED VOTING POWER 0**

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

IN

*See Item 3

**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 7 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

George F. Hamel, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

Edgar Filing: Solexa, Inc. - Form SC 13D/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7. SOLE VOTING POWER	
	0	
NUMBER OF	-----	
SHARES	8. SHARED VOTING POWER	
BENEFICIALLY	0**	
OWNED BY EACH	-----	
PERSON WITH	9. SOLE DISPOSITIVE POWER	
	0	

	10. SHARED DISPOSITIVE POWER	
	0**	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

IN

*See Item 3
**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 8 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. INDENTIFICATION NO. OF ABOVE PERSON (entities only)

Peter H. Kamin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER

Edgar Filing: Solexa, Inc. - Form SC 13D/A

0

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY 0**

OWNED BY EACH

PERSON WITH

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

IN

*See Item 3

**See Items 2 and 5

SCHEDULE 13D

CUSIP NO. 83420X105

Page 9 of 16

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

G. Mason Morfit

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00*

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER

0

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY 0**

OWNED BY EACH

Edgar Filing: Solexa, Inc. - Form SC 13D/A

PERSON WITH 9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14. TYPE OF REPORTING PERSON

IN

*See Item 3
**See Items 2 and 5

THE PURPOSE OF THIS AMENDMENT NO. 5 IS TO AMEND THE PURPOSE OF TRANSACTION SECTION AND OWNERSHIP PERCENTAGES AND SHARES OF THE REPORTING PERSONS. THE INFORMATION BELOW SUPPLEMENTS THE INFORMATION PREVIOUSLY PROVIDED.

Item 4. Purpose of Transaction

On November 12, 2006, the Issuer entered into a definitive merger agreement with Illumina, Inc., a Delaware corporation ("Illumina") for a stock-for-stock merger transaction (the "Merger Agreement"). On January 26, 2007, the merger transaction was consummated (the "Closing Date").

Pursuant to the terms of the Merger Agreement, on the Closing Date the shareholders of the Issuer each received shares of Illumina common stock in exchange for the shares of Issuer Common Stock they held. The exchange ratio was 0.344. As a result, ValueAct Master Fund received 724,384 shares of Illumina common stock and warrants to purchase 350,284 shares of Illumina common stock in exchange for its 2,105,770 shares of Issuer Common Stock and warrants to purchase 1,018,270 of Issuer Common Stock. As of the date hereof, ValueAct Master Fund is the beneficial owner of 0 shares of Common Stock.

Item 5. Interest in Securities of the Issuer

(a) and (b). Set forth below is the beneficial ownership of shares of Common Stock of the Issuer for each person named in Item 2. Shares reported as beneficially owned by ValueAct Master Fund are also reported as beneficially owned by (i) VA Partners, as General Partner of each such investment partnership, (ii) ValueAct Management L.P., as the manager of each such investment partnership, (iii) ValueAct Management LLC, as General Partner of ValueAct Management L.P. and (iv) the Managing Members as controlling persons of VA Partners and ValueAct Management LLC. VA Partners, ValueAct Management LLC and the Managing Members also, directly or indirectly, may own interests in one or more than one of the partnerships from time to time. Unless otherwise indicated below, by

Edgar Filing: Solexa, Inc. - Form SC 13D/A

reason of such relationships, ValueAct Master Fund is reported as having shared power to vote or to direct the vote, and shared power to dispose or direct the disposition of, such shares of Common Stock, with VA Partners, ValueAct Management L.P., ValueAct Management LLC and the Managing Members.

As of the date hereof, ValueAct Master Fund is the beneficial owner of 0 shares of Common Stock, representing approximately 0% of the Issuer's outstanding Common Stock. VA Partners, ValueAct Management L.P., ValueAct Management LLC and the Managing Members may each be deemed the beneficial owner of an aggregate of 0 shares of Common Stock, representing approximately 0% of the Issuer's outstanding Common Stock. Mr. Morfit is the beneficial owner of 0 shares of Common Stock, acquired as director of the Issuer and under an agreement with ValueAct Master Fund, Messr. Morfit is deemed to hold the stock for the benefit of ValueAct Master Fund, and indirectly for VA Partners, LLC as general partner of ValueAct Master Fund, representing approximately 0% of the Issuer's outstanding Common Stock.

Page 10 of 16

(c) Pursuant to the terms of the Merger Agreement, on the Closing Date the shareholders of the Issuer each received shares of Illumina common stock in exchange for the shares of Issuer Common Stock they held. The exchange ratio was 0.344. As a result, ValueAct Master Fund received 724,384 shares of Illumina common stock and warrants to purchase 350,284 shares of Illumina common stock in exchange for its 2,105,770 shares of Issuer Common Stock and warrants to purchase 1,018,270 of Issuer Common Stock.

(d) Not applicable.

(e) As of January 26, 2007 the Reporting Persons ceased to be the beneficial owners, in the aggregate, of more than five percent of Issuer Common Stock, and accordingly, their obligation to file a Schedule 13D has been terminated.

Page 11 of 16

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described elsewhere in this Report and as previously reported, the Reporting Persons have no understandings, arrangements, relationships or contracts relating to the Issuer's Common Stock which are required to be described hereunder.

Item 7. Material to Be Filed as Exhibits

(1) Joint Filing Agreement

Page 12 of 16

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this

Edgar Filing: Solexa, Inc. - Form SC 13D/A

statement is true, complete and correct.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below on this Schedule 13D hereby constitutes and appoints Jeffrey W. Ubben, George F. Hamel, Jr. and Peter H. Kamin, and each of them, with full power to act without the other, his or its true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or it and in his or its name, place and stead, in any and all capacities (until revoked in writing) to sign any and all amendments to this Schedule 13D, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or it might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

ValueAct Capital Master Fund L.P., by
VA Partners, L.L.C., its General Partner

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007

George F. Hamel, Jr., Managing Member

VA Partners, L.L.C.

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007

George F. Hamel, Jr., Managing Member

ValueAct Capital Management, L.P., by
ValueAct Capital Management, LLC its
General Partner

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007

George F. Hamel, Jr., Managing Member

ValueAct Capital Management, LLC

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007

George F. Hamel, Jr., Managing Member

Page 13 of 16

By: /s/ Jeffrey W. Ubben

Dated: January 31, 2007

Jeffrey W. Ubben, Managing Member

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007

George F. Hamel, Jr., Managing Member

Edgar Filing: Solexa, Inc. - Form SC 13D/A

By: /s/ Peter H. Kamin

Dated: January 31, 2007 Peter H. Kamin, Managing Member

By: /s/ G. Mason Morfit

Dated: January 31, 2007 G. Mason Morfit, Member

Page 14 of 16

Exhibit 1

JOINT FILING UNDERTAKING

The undersigned parties hereby agree that the Schedule 13D filed herewith (and any amendments thereto) relating to the Common Stock of Solexa, Inc. is being filed jointly on behalf of each of them with the Securities and Exchange Commission pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended.

ValueAct Capital Master Fund L.P., by
VA Partners, L.L.C., its General Partner
By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007 George F. Hamel, Jr., Managing Member

VA Partners, L.L.C.
By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007 George F. Hamel, Jr., Managing Member

ValueAct Capital Management, L.P.,
by, ValueAct Capital Management, LLC
its General Partner
By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007 George F. Hamel, Jr., Managing Member

ValueAct Capital Management, LLC
By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007 George F. Hamel, Jr., Managing Member

Page 15 of 16

By: /s/ Jeffrey W. Ubben

Edgar Filing: Solexa, Inc. - Form SC 13D/A

Dated: January 31, 2007 Jeffrey W. Ubben, Managing Member

By: /s/ George F. Hamel, Jr.

Dated: January 31, 2007 George F. Hamel, Jr., Managing Member

By: /s/ Peter H. Kamin

Dated: January 31, 2007 Peter H. Kamin, Managing Member

By: /s/ G. Mason Morfit

Dated: January 31, 2007 G. Mason Morfit, Member

Page 16 of 16