

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.
Form SC 13D/A
April 30, 2019

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Pacific Biosciences of California, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

69404D108

(CUSIP Number of Class of Securities)

Alec N. Litowitz

Magnetar Capital LLC

1603 Orrington Ave.

Evanston, Illinois 60201

(847) 905-4400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 26, 2019

(Date of Event Which Requires Filing of this Statement)

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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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

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(b) for other parties to whom copies are to be sent.

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

CUSIP No. 69404D108

SCHEDULE 13D

1. Name of Reporting Person:
Magnetar Financial LLC
 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds
OO
 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 | 7,923,338 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 7,923,338 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,923,338
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
5.19%
 14. Type of Reporting Person
IA; OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 69404D108

SCHEDULE 13D

1. Name of Reporting Person:
Magnetar Capital Partners LP
 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds
OO
 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 7,923,338 |
| 9. | Sole Dispositive Power 0 |
| 10. | Shared Dispositive Power 7,923,338 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,923,338
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
5.19%
 14. Type of Reporting Person
HC; OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 69404D108

SCHEDULE 13D

1. Name of Reporting Person:
Supernova Management LLC
 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds
OO
 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 7,923,338 |
| 9. | Sole Dispositive Power 0 |
| 10. | Shared Dispositive Power 7,923,338 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,923,338
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
5.19%
 14. Type of Reporting Person
HC; OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 69404D108

SCHEDULE 13D

1. Name of Reporting Person:
Alec N. Litowitz
2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
3. SEC Use Only
4. Source of Funds
OO
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 of America
 7. Sole Voting Power
0
 8. Shared Voting Power
7,923,338
 9. Sole Dispositive Power
0
 10. Shared Dispositive Power
7,923,338
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,923,338
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
5.19%
14. Type of Reporting Person
HC; IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

This Amendment No. 1 (the Amendment) relates to the Statement of Beneficial Ownership on Schedule 13D filed jointly by Magnetar Financial LLC, a Delaware limited liability company (Magnetar Financial), Magnetar Capital Partners LP, a Delaware limited partnership (Magnetar Capital Partners), Supernova Management LLC, a Delaware limited liability company (Supernova Management), and Alec N. Litowitz (Mr. Litowitz) (collectively, the Reporting Persons) with the SEC on November 16, 2018, (as amended by this Amendment, the Schedule 13D).

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following information for updating:

The aggregate amount of funds used by the Reporting Persons in purchasing the 8,864 Shares reported herein on behalf of the Funds have come directly from the assets of the Funds, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business. The aggregate amount of funds used by the Reporting Persons in purchasing the Shares reported herein on behalf of the Funds was \$65,410.32 (excluding commissions and other execution-related costs).

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended to add the following information for updating:

During the 60 days preceding the date of the filing of this Statement, the Reporting Persons acquired the 8,864 Shares reported herein on behalf of Premia Master Fund and the Reporting Persons sold 840,883 Shares reported herein, which consists of 546,283 Shares sold for the benefit of the ICAV, 272,228 Shares sold for the benefit of PRA Master Fund and 22,372 Shares sold for the benefit of MSW Master Fund.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended to add the following information for updating:

The Company reported in their Schedule 14A filed on April 29, 2019 that 152,674,751 Shares were issued and outstanding as of April 22, 2019.

(a) As of the close of business on April 29, 2019, each of the Reporting Persons may have been deemed to have beneficial ownership of 7,923,338 Shares, which consisted of (i)

485,447 Shares held for the benefit of Magnetar Capital Master Fund, (ii) 3,408,262 Shares held for the benefit of PRA Master Fund, (iii) 1,820,428 Shares held for the benefit of Constellation Fund; (iv) 214,973 Shares held for the benefit of MSW Master Fund; (v) 138,888 Shares held for the benefit of Premia Master Fund and (vi) 1,855,340 Shares held for the benefit of the ICAV, and all such Shares represented beneficial ownership of approximately 5.19% of the Shares.

(b) As of the close of business on April 29, 2019, each of the Reporting Persons may have been deemed to share the power to vote and direct the disposition of 7,923,338 Shares, which consisted of (i) 485,447 Shares held for the benefit of Magnetar Capital Master Fund, (ii) 3,408,262 Shares held for the benefit of PRA Master Fund, (iii) 1,820,428 Shares held for the benefit of Constellation Fund; (iv) 214,973 Shares held for the benefit of MSW Master Fund; (v) 138,888 Shares held for the benefit of Premia Master Fund and (vi) 1,855,340 Shares held for the benefit of the ICAV, and all such Shares represented beneficial ownership of approximately 5.19% of the Shares.

(c) Except as set forth on Schedule A attached hereto, the Funds had no transactions in the Shares during the 60 days preceding the date of filing of this Statement. All of the transactions set forth on Schedule A attached hereto were effected in the ordinary course of business of Magnetar Financial for the accounts of each of the Funds. The transactions in the Shares set forth on Schedule A were effected in open market transactions on NASDAQ and various other trading markets.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 30, 2019

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC,
the General Partner of Magnetar Capital
Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC,
the General Partner of Magnetar Capital
Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager

/s/ Alec N. Litowitz
Alec N. Litowitz

SCHEDULE A

Funds

| Date | Number of Shares Bought | Price Per Share(\$)(1)(2) |
|-------------|--------------------------------|----------------------------------|
| 3/5/19 | 8,864 | 7.37932(3) |

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares bought or sold (as the case may be) at each separate price will be provided.

(3) Reflects a weighted average purchase price of \$7.37932 per share, at prices ranging from \$7.34 to \$7.40 per share.

Funds

| Date | Number of Shares (Sold) | Price Per Share(\$) ⁽¹⁾⁽²⁾ |
|---------|----------------------------|---------------------------------------|
| 3/21/19 | (81,900) | 7.34841(3) |
| 3/22/19 | (69,700) | 7.31255(4) |
| 3/25/19 | (78,900) | 7.30672(5) |
| 3/26/19 | (78,900) | 7.28311(6) |
| 3/27/19 | (71,100) | 7.25298(7) |
| 3/28/19 | (82,900) | 7.28795(8) |
| 3/29/19 | (82,883) | 7.25805(9) |
| 4/24/19 | (74,600) | 7.31725(10) |
| 4/25/19 | (74,600) | 7.32155(11) |
| 4/26/19 | (67,100) | 7.34763(12) |
| 4/29/19 | (78,300) | 7.37944(13) |

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price will be provided.

(3) Reflects a weighted average sale price of \$7.34841 per share, at prices ranging from \$7.34 to \$7.37 per share.

(4) Reflects a weighted average sale price of \$7.31255 per share, at prices ranging from \$7.25 to \$7.37 per share.

(5) Reflects a weighted average sale price of \$7.30672 per share, at prices ranging from \$7.277 to \$7.339 per share.

(6) Reflects a weighted average sale price of \$7.28311 per share, at prices ranging from \$7.25 to \$7.33 per share.

(7) Reflects a weighted average sale price of \$7.25298 per share, at prices ranging from \$7.23 to \$7.29 per share.

(8) Reflects a weighted average sale price of \$7.28795 per share, at prices ranging from \$7.245 to \$7.31 per share.

(9) Reflects a weighted average sale price of \$7.25805 per share, at prices ranging from \$7.146 to \$7.33 per share.

(10) Reflects a weighted average sale price of \$7.31725 per share, at prices ranging from \$7.295 to \$7.37 per share.

(11) Reflects a weighted average sale price of \$7.32155 per share, at prices ranging from \$7.29 to \$7.37 per share.

(12) Reflects a weighted average sale price of \$7.34763 per share, at prices ranging from \$7.33 to \$7.37 per share.

(13) Reflects a weighted average sale price of \$7.37944 per share, at prices ranging from \$7.34 to \$7.41 per share.