PACIFIC BIOSCIENCES OF CALIFORNIA, INC. Form SC 13G/A February 17, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

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

Pacific Biosciences of California, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

69404D108

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

- o Rule 13d-1(c)
- x Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

 Check the Appropriate Box if a Member of a Group (See Instructions) a b x (1) SEC Use Only Citizenship or Place of Organization Delaware, United States of America Citizenship or Place of Organization Delaware, United States of America Sole Voting Power 0 Shares Shared Voting Power 0 Shares Sole Dispositive Power 0 Shares Reporting Person With: Sole Dispositive Power 0 Shares Shared Dispositive Power 0 Shares Sole Dispositive Power 0 Shares Shared Dispositive Power 0 Shares Sole Dispositive Power 0 Shares Check if the Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o Percent of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Class Represented by Amount in Row 9 Tume of Reporting Person (See Instructions) PN 	1.	Names of Reporting Per MDV VII, L.P.	sons			
 4. Citizenship or Place of Organization Delaware, United States of America 5. Sole Voting Power 0 Shares Number of Shares 6. Shared Voting Power 5,074,066 Shares of Common Stock (2) Owned by Each 7. Sole Dispositive Power 0 Shares Person With: 8. Shared Dispositive Power 5,074,066 Shares of Common Stock (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row 9 7.1% (3) 12. Type of Reporting Person (See Instructions) 	2.	(a)	0	of a Group (See Instructions)		
Delaware, United States of America 5. Sole Voting Power 0 Shares Number of Shares 6. Beneficially 5,074,066 Shares of Common Stock (2) Owned by Each 7. Reporting 0 Shares Person With: 8. Shared Dispositive Power 5,074,066 Shares of Common Stock (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row 9 7.1% (3) 12. 12. Type of Reporting Person (See Instructions)	3.	SEC Use Only				
Number of 0 Shares Shares 6. Beneficially 5,074,066 Shares of Common Stock (2) Owned by 5,074,066 Shares of Common Stock (2) Each 7. Reporting 0 Shares Person With: 8. Shared Dispositive Power 5,074,066 Shares of Common Stock (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row 9 7.1% (3) 12.	4.	-	-			
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Reporting 0 Shares Person With: 8. Shared Dispositive Power 5,074,066 Shares of Common Stock (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,074,066 Shares of Common Stock (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row 9 7.1% (3) 12. 12. Type of Reporting Person (See Instructions)	Beneficially	6.		e		
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 5,074,066 Shares of Common Stock (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row 9 7.1% (3) 12. Type of Reporting Person (See Instructions) 		8.				
 Percent of Class Represented by Amount in Row 9 7.1% (3) Type of Reporting Person (See Instructions) 	9.		-	by Each Reporting Person		
7.1% (3)12. Type of Reporting Person (See Instructions)	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
	11.	-	ented by Amount	t in Row 9		
	12.		on (See Instructio	ons)		

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

Shares directly held by MDV VII, L.P. Jonathan Feiber and Nancy Schoendorf are managing members of Seventh, the general partner (2)of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV.

⁽³⁾ This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

1.	Names of Reporting F MDV VII Leaders F		
2.	Check the Appropriat (a) (b)	e Box if a Memb o x (1)	er of a Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place o Delaware, United Stat		
Number of	5.		Sole Voting Power 0 Shares
Shares Beneficially Owned by	6.		Shared Voting Power 370,333 Shares of Common Stock (2)
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares
	8.		Shared Dispositive Power 370,333 Shares of Common Stock (2)
9.	Aggregate Amount Bo 370,333 Shares of Co	-	d by Each Reporting Person
10.	Check if the Aggregat	te Amount in Ro	w (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Class Repr 0.5% (3)	resented by Amou	unt in Row 9
12.	Type of Reporting Pe PN	rson (See Instruc	tions)

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

Shares directly held by MDV VII, L.P. as nominee for MDV VII Leaders Fund, L.P. Jonathan Feiber and Nancy Schoendorf are (2) managing members of Seventh, the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV.

⁽³⁾ This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

1.	Names of Reportin MDV ENF VII(A)		
2.	Check the Appropr (a) (b)	iate Box if a Me o x (1)	mber of a Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Plac Delaware, United S		
Number of	5.		Sole Voting Power 0 Shares
Shares Beneficially Owned by	6.		Shared Voting Power 101,267 Shares of Common Stock (2)
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares
	8.		Shared Dispositive Power 101,267 Shares of Common Stock (2)
9.	Aggregate Amount 101,267 Shares of		vned by Each Reporting Person (2)
10.	Check if the Aggre	gate Amount in	Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Class Re 0.1% (3)	epresented by Ar	nount in Row 9
12.	Type of Reporting PN	Person (See Inst	ructions)

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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⁽³⁾ This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

1.	Names of Reporting MDV ENF VII(B),	-				
2.	Check the Appropr (a) (b)	iate Box if a Me o x (1)	mber of a Group (See Instructions)			
3.	SEC Use Only					
4.	Citizenship or Place Delaware, United S					
Number of	5.		Sole Voting Power 0 Shares			
Shares Beneficially Owned by	6.		Shared Voting Power 52,731 Shares of Common Stock (2)			
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares			
	8.		Shared Dispositive Power 52,731 Shares of Common Stock (2)			
9.	Aggregate Amount 52,731 Shares of C		vned by Each Reporting Person			
10.	Check if the Aggre	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row 9 0.1% (3)					
12.	Type of Reporting PN	Person (See Inst	ructions)			

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

Shares directly held by MDV VII, L.P. as nominee for MDV ENF VII(B), L.P. Jonathan Feiber and Nancy Schoendorf are managing (2)members of Seventh, the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV.

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1.	Names of Reportin Seventh MDV Par	C			
2.	Check the Appropr (a) (b)	riate Box if a Me o x (1)	mber of a Group (See Instructions)		
3.	SEC Use Only				
4.	Citizenship or Plac Delaware, United S	-			
Number of	5.		Sole Voting Power 0 Shares		
Shares Beneficially Owned by	6.		Shared Voting Power 5,598,397 Shares of Common Stock (2)		
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares		
	8.		Shared Dispositive Power 5,598,397 Shares of Common Stock (2)		
9.	Aggregate Amoun 5,598,397 Shares of		vned by Each Reporting Person k (2)		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row 9 7.8% (3)				
12.	Type of Reporting OO	Person (See Inst	ructions)		

(3) This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

Shares directly held by MDV VII, L.P. and by MDV VII, L.P. as nominee for MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., (2)and MDV ENF VII(B), L.P. Jonathan Feiber and Nancy Schoendorf are managing members of Seventh, the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV.

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1.	Names of Reporti Nancy Schoendor					
2.	Check the Approp (a) (b)	oriate Box if a Me o x (1)	mber of a Group (See Instructions)			
3.	SEC Use Only					
4.	Citizenship or Pla United States of A	-	n			
Number of	5.		Sole Voting Power 0 Shares			
Shares Beneficially Owned by	6.		Shared Voting Power 5,598,397 Shares of Common Stock (2)			
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares			
	8.		Shared Dispositive Power 5,598,397 Shares of Common Stock (2)			
9.	Aggregate Amour 5,598,397 Shares	-	vned by Each Reporting Person k (2)			
10.	Check if the Aggr	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class F 7.8% (3)	Represented by Ai	nount in Row 9			
12.	Type of Reporting IN	g Person (See Inst	ructions)			

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This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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1.	Names of Reporting Jonathan Feiber	g Persons				
2.	Check the Appropri (a) (b)	iate Box if a Me o x (1)	mber of a Group (See Instructions)			
3.	SEC Use Only					
4.	Citizenship or Place United States of An		n			
Number of	5.		Sole Voting Power 0 Shares			
Shares Beneficially Owned by	6.		Shared Voting Power 5,598,397 Shares of Common Stock (2)			
Each Reporting Person With:	7.		Sole Dispositive Power 0 Shares			
	8.		Shared Dispositive Power 5,598,397 Shares of Common Stock (2)			
9.	Aggregate Amount 5,598,397 Shares of		vned by Each Reporting Person (2)			
10.	Check if the Aggres	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row 9 7.8% (3)					
12.	Type of Reporting I IN	Person (See Inst	ructions)			

(3) This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

This Schedule 13G is filed by MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P. (1)(collectively, MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of 1) MDV VII, L.P., a limited partnership organized under the laws of the State of Delaware; 2) MDV VII Leaders Fund, L.P., a limited partnership organized under the laws of the State of Delaware; 3) MDV ENF VII(A), L.P., a limited partnership organized under the laws of the State of Delaware; 4) MDV ENF VII(B), L.P. (together with MDV VII, L.P., MDV VII Leaders Fund, L.P., and MDV ENF VII(A), L.P., MDV), a limited partnership organized under the laws of the State of Delaware; 2) Seventh MDV Partners, L.L.C. (Seventh), a limited liability company organized under the laws of the State of Delaware and the General Partner of MDV; 3) Nancy Schoendorf, a managing member of Seventh; and 4) Jonathan Feiber, a managing member of Seventh; in respect of shares of Common Stock of Pacific Biosciences of California, Inc.

Item 1(a).	Name of Issuer: Pacific Biosciences of California, Inc.
Item 1(b).	Address of Issuer s Principal Executive Offices: 1380 Willow Road, Menlo Park, CA 94025
Item 2(a).	Name of Person Filing: MDV VII, L.P.
	MDV VII Leaders Fund, L.P.
	MDV ENF VII(A), L.P.
	MDV ENF VII(B), L.P.
	Seventh MDV Partners, L.L.C.
	Nancy Schoendorf
	Jonathan Feiber
Item 2(b).	Address of Principal Business Office or, if none, Residence: 3000 Sand Hill Road, Bldg. 3, Suite 290, Menlo Park, CA 94025
Item 2(c).	Citizenship:
Item 2(d).	All entities were organized in Delaware. The individuals are all United States citizens. Title of Class of Securities: Common Stock
Item 2(e).	CUSIP Number: 69404D108
Item 3.	If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

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Item 4. Ownership

	Shares Held	Sole Voting	Shared Voting	Sole Dispositive	Shared Dispositive	Beneficial	Percentage
Fund Entities	Directly	Power	Power	Power	Power	Ownership	of Class (2)
MDV VII, L.P.	5,074,066	0	5,074,066	0	5,074,066	5,074,066	7.1%
MDV VII Leaders							
Fund, L.P.	370,333	0	370,333	0	370,333	370,333	0.5%
MDV ENF VII(A), L.P.	101,267	0	101,267	0	101,267	101,267	0.1%
MDV ENF VII(B), L.P.	52,731	0	52,731	0	52,731	52,731	0.1%
Seventh MDV Partners,							
L.L.C. (1)	0	0	5,598,397	0	5,598,397	5,598,397	7.8%
Nancy Schoendorf (1)	0	0	5,598,397	0	5,598,397	5,598,397	7.8%
Jonathan Feiber (1)	0	0	5,598,397	0	5,598,397	5,598,397	7.8%

(1) Seventh MDV Partners, L.L.C. serves as the general partner of MDV VII, L.P., MDV VII Leaders Fund, L.P., MDV ENF VII(A), L.P., and MDV ENF VII(B), L.P. and owns no securities of the Issuer directly. Nancy Schoendorf and Jonathan Feiber serve as managing members of Seventh MDV Partners, L.L.C. and own no securities of the Issuer directly.

(2) This percentage is calculated based on 71,356,003 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 5, 2014.

Item 5.

Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Not applicable.	Ownership of More than 5 Percent on Behalf of Another Person
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
Not applicable.	
Item 8. Not applicable.	Identification and Classification of Members of the Group
Item 9. Not applicable.	Notice of Dissolution of a Group

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Item 10. Not applicable. Certification

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: February 13, 2015

SEVENTH MDV PARTNERS, L.L.C.

By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member		
MDV VII, L.P.		MDV VII Leaders	Fund, L.P.
By:	Seventh MDV Partners, L.L.C., its General Partner	By:	Seventh MDV Partners, L.L.C., its General Partner
By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member	By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member
MDV ENF VII(A), L.P.	MDV ENF VII(B)	, L.P.
By:	Seventh MDV Partners, L.L.C., its General Partner	By:	Seventh MDV Partners, L.L.C., its General Partner
By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member	By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member
/s/ Jonathan Feib Jonathan Feiber	ber	/s/ Nancy Schoend Nancy Schoendorf	

EXHIBITS

A: Joint Filing Agreement

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<u>EXHIBIT A</u>

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Pacific Biosciences of California, Inc. is filed on behalf of each of us.

Dated: February 13, 2015

SEVENTH MDV PARTNERS, L.L.C.

By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member		
MDV VII, L.P.		MDV VII Leaders F	Fund, L.P.
By:	Seventh MDV Partners, L.L.C., its General Partner	By:	Seventh MDV Partners, L.L.C., its General Partner
By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member	By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member
MDV ENF VII(A), L	<i>.</i> .P.	MDV ENF VII(B), L.	Р.
By:	Seventh MDV Partners, L.L.C., its General Partner	By:	Seventh MDV Partners, L.L.C., its General Partner
By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member	By:	/s/ Jonathan Feiber Name: Jonathan Feiber Title: Managing Member
/s/ Jonathan Feiber Jonathan Feiber		/s/ Nancy Schoendorf Nancy Schoendorf	