

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:

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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).

CUSIP No. 69404D108

13G

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| 1.  | Names of Reporting Persons<br>MDV VII, L.P.  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>Delaware, United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>5,074,066 Shares of Common Stock (2)  |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>5,074,066 Shares of Common Stock (2)   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,074,066 Shares of Common Stock (2)   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>7.1% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

(1) 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. (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.

(2) Shares directly held by MDV VII, 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.

(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.

CUSIP No. 69404D108

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| 1.  | Names of Reporting Persons<br>MDV VII Leaders Fund, L.P.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>Delaware, United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>370,333 Shares of Common Stock (2)  |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>370,333 Shares of Common Stock (2)   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>370,333 Shares of Common Stock (2)   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>0.5% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>PN  |

(1) 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. (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 Persons<br>MDV ENF VII(A), L.P.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>Delaware, United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>101,267 Shares of Common Stock (2)  |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>101,267 Shares of Common Stock (2)   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>101,267 Shares of Common Stock (2)   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>0.1% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

(1) 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. (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 Persons<br>MDV ENF VII(B), L.P.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>Delaware, United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>52,731 Shares of Common Stock (2)   |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>52,731 Shares of Common Stock (2)  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>52,731 Shares of Common Stock (2)  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>0.1% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>PN  |

(1) 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. (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.

(2) Shares directly held by MDV VII, L.P. as nominee for 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 Reporting Persons<br>Seventh MDV Partners, L.L.C.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>Delaware, United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>5,598,397 Shares of Common Stock (2)  |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>5,598,397 Shares of Common Stock (2)   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,598,397 Shares of Common Stock (2)   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>7.8% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>OO  |

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| 1.  | Names of Reporting Persons<br>Nancy Schoendorf   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>United States of America   |
| 5.  | Sole Voting Power<br>0 Shares  |
| 6.  | Shared Voting Power<br>5,598,397 Shares of Common Stock (2)  |
| 7.  | Sole Dispositive Power<br>0 Shares   |
| 8.  | Shared Dispositive Power<br>5,598,397 Shares of Common Stock (2)   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,598,397 Shares of Common Stock (2)   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                    |
| 11. | Percent of Class Represented by Amount in Row 9<br>7.8% (3)  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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|  | 1. | Names of Reporting Persons<br>Jonathan Feiber  |
|  | 2. | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> (1) |
|  | 3. | SEC Use Only   |
|  | 4. | Citizenship or Place of Organization<br>United States of America   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 5. | Sole Voting Power<br>0 Shares  |
|  | 6. | Shared Voting Power<br>5,598,397 Shares of Common Stock (2)  |
|  | 7. | Sole Dispositive Power<br>0 Shares   |
|  | 8. | Shared Dispositive Power<br>5,598,397 Shares of Common Stock (2)   |
|  | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,598,397 Shares of Common Stock (2)   |