

Solexa, Inc.
Form 4
July 14, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OXFORD BIOSCIENCE
PARTNERS IV LP

(Last) (First) (Middle)

222 BERKELEY ST.

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Solexa, Inc. [SLXA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common	07/12/2005		P	V A	544,536 \$ 4	A	3,013,522 D ⁽¹⁾
Common	07/12/2005		A		1,986 <u>(2)</u>	A	3,015,508 D ⁽¹⁾
Common	07/12/2005		P		5,464 \$ 4	A	30,235 I ⁽³⁾ By mRNA Fund II L.P.
Common	07/12/2005		A		20 <u>(2)</u>	A	30,255 I ⁽³⁾ By mRNA Fund II L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant (right to buy)	\$ 5 ⁽⁴⁾	07/12/2005		P	272,268	01/08/2006	07/12/2010	Common	272,268
Warrant (right to buy)	\$ 5 ⁽⁴⁾	07/12/2005		P	2,732	01/08/2006	07/12/2010	Common	2,732

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OXFORD BIOSCIENCE PARTNERS IV LP 222 BERKELEY ST. BOSTON, MA 02116		X		
MRNA FUND II LP 222 BERKELEY ST. BOSTON, MA 02116		X		
OBP MANAGEMENT IV LP 222 BERKELEY ST. BOSTON, MA 02116		X		
BARNES JEFFREY T 222 BERKELEY ST. BOSTON, MA 02116		X		
CARTHY MARK 222 BERKELEY ST. BOSTON, MA 02116		X		
FLEMING JONATHAN 222 BERKELEY ST. BOSTON, MA 02116		X		

LYTTON MICHAEL 222 BERKELEY ST. BOSTON, MA 02116	X
WALTON ALAN G 222 BERKELEY ST. BOSTON, MA 02116	X

Signatures

/s/ Jonathan J. Fleming, as general partner of the general partner of Oxford Bioscience Partners IV L.P.		07/13/2005
	__Signature of Reporting Person	Date
/s/ Jonathan J. Fleming, as general partner of the general partner of mRNA Fund II L.P.		07/13/2005
	__Signature of Reporting Person	Date
/s/ Jonathan J. Fleming, as general partner of OBP Management IV L.P.		07/13/2005
	__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Jeffrey T. Barnes		07/13/2005
	__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Mark P. Carthy		07/13/2005
	__Signature of Reporting Person	Date
/s/ Jonathan J. Fleming		07/13/2005
	__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Michael E. Lytton		07/13/2005
	__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Alan G. Walton		07/13/2005
	__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Securities held of record by Oxford Bioscience Partners IV L.P. ("Oxford IV"). By virtue of their relationship as affiliated limited partnerships, whose sole general partner shares individual general partners, Oxford IV and mRNA Fund II L.P. ("mRNA") may be deemed to share voting power and the power to direct the disposition of the shares which each partnership owns of record. OBP

(1) Management IV L.P. ("OBP IV") (as the general partner of Oxford IV and mRNA II), may also be deemed to own beneficially the shares held of record by Oxford IV and mRNA II. Each of Messrs. Barnes, Carthy, Fleming, Lytton, and Walton, the individual general partners of OBP IV, may be deemed to own beneficially the shares held by Oxford IV and mRNA II. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

The shares were issued in connection with the reallocation of an aggregate of 7,198 shares of common stock of Solexa, Inc. (the

(2) "Company") to the former shareholders of Solexa Limited in connection with the business combination between the Company and Solexa Limited completed on March 4, 2005.

Securities held of record by mRNA. By virtue of their relationship as affiliated limited partnerships, whose sole general partner shares individual general partners, Oxford IV and mRNA may be deemed to share voting power and the power to direct the disposition of the shares which each partnership owns of record. OBP IV (as the general partner of Oxford IV and mRNA II), may also be deemed to own

(3) beneficially the shares held of record by Oxford IV and mRNA II. Each of Messrs. Barnes, Carthy, Fleming, Lytton, and Walton, the individual general partners of OBP IV, may be deemed to own beneficially the shares held by Oxford IV and mRNA II. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(4)

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If, at any time prior to January 12, 2008, Solexa, Inc. issues additional shares of Common Stock or rights, warrants, options or other securities or debt convertible, exercisable or exchangeable for shares of Common Stock or otherwise entitling any individual or entity to acquire shares of Common Stock at an effective net price to the Company per share of Common Stock less than four dollars (\$4.00) the Exercise Price shall be reduced in accordance with the terms of the Warrant to Purchase Common Stock dated as of May 6, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.