

LYNX THERAPEUTICS INC

Form 425

October 26, 2004

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549
FORM 8-K**

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 25, 2004

Lynx Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

000-22570

94-3161073

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

25861 Industrial Blvd., Hayward, California

94545

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (510) 670-9300

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 1.01. Entry into a Material Definitive Agreement

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.1

Table of Contents

Section 1 Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement

On October 25, 2004, Lynx Therapeutics, Inc. (Lynx) and Solexa Limited (Solexa) entered into a deed (the Deed) to amend the Colony Technology Sharing Agreement, dated March 22, 2004, between Lynx and Solexa. Under the terms of the Deed and pursuant to the terms of the Loan Agreement, dated August 12, 2004, by and between Lynx and Solexa, in the event that the First Closing Date, as defined in the Acquisition Agreement, dated September 28, 2004, between Lynx and Solexa, does not occur and the business combination is, therefore, not completed, Lynx will be obligated to transfer all such right, title and interest as it has in the cluster technology to Solexa in consideration for the grant of a worldwide, perpetual and non-exclusive license of the cluster technology. A copy of the Deed is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

- 99.1 Deed, dated October 25, 2004, by and between Lynx Therapeutics, Inc. and Solexa Limited regarding Colony Technology Sharing Agreement, dated March 22, 2004.
-

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LYNX THERAPEUTICS, INC.

Date: October 26, 2004

By /s/ Kevin P. Corcoran

Name: Kevin P. Corcoran
Title: President and Chief Executive
Officer

Table of Contents

EXHIBIT INDEX

Exhibit No.	Descriptions
99.1	Deed, dated October 25, 2004, by and between Lynx Therapeutics, Inc. and Solexa Limited regarding Colony Technology Sharing Agreement, dated March 22, 2004.