

LYNX THERAPEUTICS INC

Form 8-K

April 30, 2002

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**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): April 29, 2002

Date of Filing: April 30, 2002

**Lynx Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-22570**

(Commission File No.)

**94-3161073**

(IRS Employer Identification No.)

**25861 Industrial Blvd.**

**Hayward, California 94545**

(Address of principal executive offices and zip code)

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

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Item 5. Other Events

Item 7. Financial Statements and Exhibits

SIGNATURE

INDEX TO EXHIBITS

Exhibit 10.26

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**Item 5. Other Events**

On April 30, 2002, Lynx Therapeutics, Inc. (the Company) completed a \$22.6 million private placement of common stock and warrants to purchase common stock (the financing). The financing included the sale of 14.6 million newly issued shares of common stock at \$1.55 per share and the issuance of warrants to purchase approximately 5.8 million shares of common stock at an exercise price of \$1.94 per share. The Company has agreed to file with the SEC a resale registration statement relating to the issued common stock and the common stock issuable upon exercise of the warrants. Forms of the transaction documents effecting the financing are attached as Exhibits 10.26, 10.27 and 10.28 hereto. A press release announcing the financing is attached as Exhibit 99.1 hereto.

On April 29, 2002, the Company issued a warrant to purchase up to an aggregate of 292,000 shares of the Company's common stock at an exercise price of \$1.55 per share to Friedman, Billings, Ramsey & Co., Inc. (FBR), as partial consideration, in addition to other customary fees, for services rendered by FBR as sole manager for the financing. Other than exercise price, the FBR warrant is substantially identical to the form of warrant attached as Exhibit 10.28 hereto.

**Item 7. Financial Statements and Exhibits**

**(c) Exhibits**

10.26	Form of Securities Purchase Agreement by and among the Company and the investors listed therein.
10.27	Form of Registration Rights Agreement by and among the Company and the investors listed therein.
10.28	Form of Warrant issued by the Company in favor of each investor and Friedman, Billings, Ramsey & Co., Inc.
99.1	Press Release, dated April 30, 2002, entitled Lynx Completes \$22.6 Million Private Equity Financing.

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**SIGNATURE**

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, thereunto duly authorized.

**LYNX THERAPEUTICS, INC**

Dated: April 30, 2002

By: /s/ Edward C. Albini

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Edward C. Albini  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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