UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

For Annual and Transition Reports Pursuant to
Section 13 or 15(d) of the Securities Exchange Act of 1934

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended June 30, 2008

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number: 000-26658

Pharmacyclics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**94-3148201**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
995 E. Arques Avenue, Sunnyvale, CA	**94085-4521**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code**: (408) 774-0330**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, $.0001 Par Value	Nasdaq Global Market

Securities registered pursuant to Section 12(g) of the Act: None
(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting stock held by non-affiliates of the Registrant was $27,323,873 based on the closing sale price of the Registrant's common stock on The NASDAQ Stock Market LLC on the last business day of the Registrant's most recently completed second fiscal quarter. Shares

of the Registrant's common stock beneficially owned by each executive officer and director of the Registrant and by each person known by the Registrant to beneficially own 10% or more of its outstanding common stock have been excluded, in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of outstanding shares of the Registrant's common stock as of August 31, 2008 was 26,015,389.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are incorporated by reference into Part III of this Form 10-K: the Definitive Proxy Statement for the Registrant's 2008 Annual Meeting of Stockholders which will be filed with the Securities and Exchange Commission within 120 days after the end of the Registrant's fiscal year.

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ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

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Part I

Important Factors Regarding Forward-Looking Statements

This report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "should" or "will" or the negative of such terms or other comparable terminology. In particular, forward-looking statements include:

- *statements about our future capital requirements and the sufficiency of our cash, cash equivalents, marketable securities and other financing proceeds to meet these requirements;*
- *information concerning possible or assumed future results of operations, trends in financial results and business plans;*
- *statements about our product development schedule;*
- *statements about our expectations for and timing of regulatory approvals for any of our product candidates;*
- *statements about the level of our expected costs and operating expenses;*
- *statements about the potential results of ongoing or future clinical trials;*
- *other statements about our plans, objectives, expectations and intentions; and*
- *other statements that are not historical fact.*

From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements are only predictions that provide our current expectations or forecasts of future events. Any or all of our forward-looking statements in this report and in any other public statements are subject to unknown risks, uncertainties and other factors may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance or achievements. You should not place undue reliance on these forward-looking statements.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Also note that we provide a cautionary discussion of risks, uncertainties, assumptions and other factors relevant to our business under the caption Risk Factors and elsewhere in this report. These are risks that we think could cause our actual results to differ materially from expected or historical results.

Item 1. *Business*

Overview

We are a pharmaceutical company leveraging our expertise in small-molecule chemistry and drug development to develop therapeutic products in oncology and immune mediated diseases based on novel targets, pathways, and mechanisms. Our pharmaceutical agents are synthetic small molecules designed to target key biochemical pathways in diseased cells. Our late stage product candidate, motexafin gadolinium (MGd, formerly Xcytrin®) has completed Phase 3 trials in patients with brain metastases from non-small-cell lung

cancer (NSCLC) and is now in two Phase 2 trials being conducted by the National Cancer Institute in patients with primary brain tumors. We have three other drug candidates with product development programs in late stage pre-clinical development, Phase 1 and Phase 2 clinical trials.

MGd, is an anti-cancer agent with a novel mechanism of action. MGd is designed to accumulate selectively in cancer cells. Once inside cancer cells, MGd induces apoptosis (programmed cell death) by inhibiting thioredoxin reductase and disrupting redox-dependent pathways. We believe MGd has the potential to be used for treating many types of cancer either as a stand-alone agent or in combination with other treatments such as chemotherapy, targeted therapy or radiation therapy. MGd is also detectable by magnetic resonance imaging (MRI) and may allow for more precise tumor detection.

In the previously conducted pivotal SMART trial, (Study of Neurologic Progression with Motexafin Gadolinium and Radiation Therapy), investigators found that patients given MGd in addition to whole brain radiation therapy (WBRT) had a median time to neurologic progession of 15.4 months, compared to 10.0 months for patients who received only WBRT (p=0.12, hazard ratio=0.78), a trend in favor of MGd. In North American patients (N=348), where WBRT was delivered more promptly, the median time to neurologic progression was increased from 8.8 months for patients treated with WBRT alone compared to 24.2 months for patients receiving WBRT plus MGd (P=0.004, hazard ratio=0.53). We subsequently concluded that prompt delivery of radiation therapy, as typically given in the U.S., is an important factor in treatment effect. In December 2006, we submitted a New Drug Application (NDA) to the Food and Drug Administration (FDA) for the use of MGd in combination with radiation therapy for the treatment of patients with brain metastases from NSCLC. In December 2007, we announced that the FDA determined that our NDA was non-approvable which will require us, among other things, to conduct additional clinical studies and submit that data before the FDA will approve MGd for marketing. We have also completed a Phase 2 clinical trial of MGd plus stereotactic radiosurgery for the treatment of brain metastases. The results, presented at the 2007 Annual Meeting of the American Society of Clinical Oncology indicated that MGd may improve the efficacy of stereotactic radiosurgery by providing more accurate magnetic resonance imagining (MRI) treatment-planning and better defining the treatment field in patients with brain metastases from solid tumors. MGd allowed physicians to identify occult brain metastases in 24% of patients that were not detected with standard MRI contrast agents and were amenable to stereotactic radiosurgery.

Based on the results of these two trials, we are planning to conduct another Phase 3 pivotal trial for the use of MGd in combination with WBRT and stereotactic radiation therapy for the treatment of patients with brain metastases from NSCLC. Currently, MGd is under evaluation in multicenter studies sponsored by the NCI, a Phase 2 trial in adults with newly diagnosed glioblastoma and a Phase 2 trial in children with brain stem gliomas. The FDA has also designated MGd as an orphan drug for the treatment of brain metastases arising from solid tumors.

PCI-24781 is a histone deacetylase (HDAC) inhibitor that is now in a Phase 1 trial in patients with advanced relapsed solid tumors and a Phase 2 trial in patients with recurrent lymphomas. PCI-24781 targets histone deacetylase (HDAC) enzymes and inhibits their function. HDAC enzymes are required for control of gene expression and inhibition of these enzymes leads to tumor cell cytotoxicity. To date, clinical trials have demonstrated that PCI-24781 is well-absorbed following oral administration and causes inhibition of the target enzyme. Published laboratory studies done in collaboration with scientists at Stanford University have identified a novel biomarker that may optimize clinical testing by improving patient selection. We are also developing a first-in-class HDAC-8 selective inhibitor which is in preclinical development for the potential treatment of cancer and autoimmune diseases.

PCI-32765 is an oral small molecule tyrosine kinase inhibitor that inhibits an enzyme, known as Btk, which is required for early B-cells to divide and mature into fully functioning cells. When B-cells are overactive, the immune system produces inflammatory cells and antibodies that begin to attack the body's own tissue, leading to autoimmune diseases such as rheumatoid arthritis, lupus and multiple sclerosis. Also, B-cell lymphomas and leukemias result from mutations acquired during normal B-cell development leading to uncontrolled proliferation and B-cell malignancies. Studies have shown that PCI-32765 may inhibit the proliferation of B-cell lymphoma and leukemia cells and in published studies, it has demonstrated a dose dependent ability to inhibit disease development in rheumatoid arthritis animal models. In animal models of rheumatoid arthritis, oral administration of PCI-32765 leads to regression of established disease. We plan to

file an IND application with the FDA for PCI-32765. The initial Phase 1 trial will be conducted in patients with recurrent B-cell lymphoma who will receive the drug orally in a dose escalation design. We have developed a proprietary molecular probe that we will use as a biomarker to optimize our treatment regimen in our Phase 1 trial. The Phase 1 trial is designed to assess safety, pharmacokinetics and efficacy.

PCI-27483 is a small molecule inhibitor of Factor VIIa. This drug selectively inhibits Factor VIIa when it is complexed with a protein called tissue factor (TF). In cancer, the Factor VIIa:TF complex is found in abundance in pancreatic, gastric, colon and other tumors, and triggers a host of physiologic processes that facilitate tumor angiogenesis, growth and invasion. The Factor VIIa:TF complex is thought to be the cause of the increased propensity to develop thromboses seen in cancer patients. Laboratory studies and animal models indicate that inhibitors of Factor VIIa may block tumor growth and metastases. We filed an Investigational New Drug (IND) application for PCI-27483 with the FDA in July 2008. We plan to conduct a Phase 1 trial in normal volunteers, designed to assess safety and activity against the target protein. We believe that PCI-27483 may be useful for treating the thrombotic complications of cancer and also as an anti-cancer agent.

Our Business Strategy

The key elements of our business strategy include:

- *Creating diverse product opportunities in oncology.* We are leveraging our expertise in chemistry and oncology development to create multiple novel oncology drug candidates.

- *Focusing on proprietary drugs that address large markets for the treatment of cancer.* Although our versatile technology platform can be used to develop a wide range of pharmaceutical agents, we have focused most of our initial efforts in oncology where we have established strength in preclinical and clinical development.

- *Leverage development with outsourcing.* We utilize outside vendors with expertise and capability in manufacturing and clinical development to more efficiently develop our multiple product candidates.

- *Establishing strategic alliances.* We own the worldwide rights to our multiple product candidates. We intend to establish strategic alliances for the development and commercialization of certain of our products.

Market Overview

Cancer

Cancer results from the uncontrolled multiplication of cells, which invade and interfere with the normal function of adjacent tissues and organs. Frequently, cancer cells become dislodged from their primary site and spread, or metastasize, to other places in the body. Approximately 1.3 million new cases of cancer are diagnosed annually in the United States. The appropriate cancer therapy for each patient depends on the cancer type and careful assessment of the size, location and existence of spread of the tumor using diagnostic imaging procedures. Therapy typically includes some combination of surgery, radiation therapy, chemotherapy or biologic therapy.

Most existing therapies of cancer tend to indiscriminately destroy both healthy and diseased cells and may cause serious side effects. As a result, substantial cancer research has been directed toward developing novel treatments that are more selective for the cancer and less toxic to normal tissues. These approaches seek to identify drugs, radiation therapy procedures or biological agents that are capable of targeted destruction of the tumor with fewer side effects than existing treatments. Ideal agents would be those that are easy to deliver to the patient and capable of being used in combination with other cancer therapies to enhance efficacy without increasing toxicity to normal tissues. In addition to therapies intended to potentially cure patients, much of cancer therapy is utilized for palliation; it is given for reducing the pain and suffering from cancer. The following is a description of the market for current therapies used in the treatment of cancer:

- *Surgery*. Surgical removal of tumors is attempted whenever the tumor appears to be localized in a single, accessible site. Although potentially curative for localized cancers, many patients have disease that is inaccessible to complete surgical removal or has spread from the primary site. Spread of cancer from the primary site, known as metastasis, usually requires some form of systemic therapy with agents that distribute to all parts of the body.

- *Radiation Therapy.* Approximately 4,000 physicians specializing in radiation oncology administer radiation therapy to more than 700,000 patients annually in the United States. Radiation therapy is a localized treatment that may cure patients with tumors that are limited in size and have not spread from the primary site. Radiation therapy is frequently used to ameliorate the symptoms or signs of disease. This approach is not curative and is done to palliate or lessen patient suffering caused by tumor growth at a particular anatomic site. Radiation is usually applied to the tumor site several times per week over a period of two to six weeks. Radiation therapy often has toxic effects on healthy tissue surrounding the tumor because the radiation cannot be adequately targeted. An estimated 50% of newly diagnosed cancer patients, including those with cancers of the lung, breast, prostate, or head and neck region, will receive radiation therapy as part of their initial treatment. In addition, more than 150,000 patients with persistent or recurrent cancer also will receive radiation therapy. A growing trend in radiation oncology is to deliver the radiation in combination with chemotherapy drugs or biologics in order to improve clinical outcomes.

- *Stereotactic Radiosurgery*. Stereotactic radiosurgery (SRS) is becoming an increasingly used method to deliver radiation. In this procedure, high dose radiation is delivered to a small volume of tissue which encompasses the tumor while sparring surrounding normal tissue. The SRS procedure requires careful treatment planning with MRI or CT scanning in order to precisely target the radiation to the tumor while avoiding normal tissues.

- *Chemotherapy*. More than 350,000 patients each year in the United States receive chemotherapy for treatment of many types of cancer. The serious or life-threatening side effects of chemotherapy agents, many of which are due to lack of selectivity, limit the effectiveness of this treatment. Chemotherapy drugs tend to distribute themselves throughout the body in normal tissues as well as in the tumor. Because of their toxicity to normal tissues, chemotherapy drugs can be administered only in small dosages and accordingly, the therapeutic benefits may be limited. Cancer cells also can become resistant to chemotherapy drugs, stimulating great interest in the identification of new agents with unique mechanisms of action.

- *Targeted Therapy*. Recently, monoclonal antibodies and drugs targeting specific molecular defects in cancer cells have been approved for the treatment of some cancers. Although more selective and usually safer than radiation and chemotherapy, these treatments are, so far, limited to certain types of cancer. It is believed that targeted therapies will play an increasingly important role in cancer therapy.

Most patients with cancer are treated with a combination of drugs or approaches that are intended to eradicate as much of the cancer as possible. The selection of agents is based on their mechanism of action and safety profile. The goal of combination therapy is to increase tumor destruction without causing unacceptable toxicity. Substantial research efforts are directed to finding new agents with novel mechanisms of action that can be safely added to existing combination therapy regimens and improve clinical outcomes.

Status of Products Under Development

The table below summarizes our product candidates and their stage of development:

Product Candidate	Disease Indication	Development Status [1]
MGd		
With Radiation	Brain metastases from lung cancer	Phase 3 – complete
	Primary brain tumor	Phase 2 – enrolling[2]
	Childhood brain tumors	Phase 2 – enrolling[2]
	Brain metastases with stereotactic radiosurgery	Phase 2 – complete
PCI-24781 (HDAC Inhibitor)	Advanced solid tumors	Phase 1 – enrolling
	Recurrent B cell lymphomas	Phase 2 – enrolling
PCI-32765 B cell tyrosine kinase inhibitor	B cell malignancies and autoimmune disease	Preclinical
PCI-27483 Factor VIIa Inhibitor	Cancer therapy	IND filed

[1] "Phase 1" means initial human clinical trials designed to establish the safety, dose tolerance and sometimes distribution of a compound. "Phase 2" means human clinical trials designed to establish safety, optimal dosage and preliminary activity of a compound. "Phase 3" means human clinical trials designed to lead to accumulation of data sufficient to support a new drug application, including substantial evidence of safety and efficacy.

[2] Studies sponsored by the National Cancer Institute (NCI).

Cancer Therapy with MGd

Cancer cells have derangements of their metabolism, which distinguishes tumors from normal tissues. Many existing chemotherapy drugs are intended to exploit the metabolic abnormalities of cancer cells, which is the basis for the mode of action of many of these drugs. MGd selective uptake in tumor cells occurs within minutes of administration and persists for hours, effectively concentrating the drug's effect in the tumor. The targeting of tumors is based on MGd's novel mechanism of action. We believe MGd disrupts redox dependent biochemical pathways in cancer cells by inhibiting the function of certain key proteins. These oxidative stress response proteins are required for cancer cells to survive and grow. By inhibiting these proteins, MGd is designed to weaken, and in some cases, kills the cancer cells. In laboratory studies, cancer cells incubated with MGd undergo either growth arrest or apoptosis, a programmed sequence of events leading to cell death. The sensitivity of cancer cells to MGd varies, depending on the type of cancer. Also in laboratory studies, MGd enhances the activity of several commonly used chemotherapy agents and radiation. In published preclinical studies, animals receiving MGd in combination with radiation therapy or chemotherapy had greater tumor response rates as compared to the control groups receiving equivalent doses of either radiation therapy or chemotherapy alone. Preclinical studies further suggest that MGd increases the effect of radiation therapy at the tumor site, with no increased damage to surrounding healthy tissues. An additional feature of MGd is that it is detectable by magnetic resonance imaging scanning (MRI), providing a method for monitoring its distribution in patients and for determining the precise size and location of tumors.

Cancer cells often become dislodged from their primary site and spread to other parts of the body including the brain. The most common cause of brain metastases is NSCLC. Patients with brain metastases, develop devastating neurologic complications, including severe headache, seizures, paralysis, blindness and impaired ability to think. Radiation therapy for treatment of this problem is performed on approximately 90,000 patients per year in the United States and is intended to prevent, delay, or reduce these complications. We believe that

MGd could eventually be used for the treatment of many other types of cancer either alone or in combination with chemotherapy, targeted therapy or radiation.

Clinical Status. We have completed a Phase 1 clinical trial of MGd in 38 adult patients with advanced cancer who received radiation therapy. This trial was designed to determine the toxicity of a single dose of the drug. Reversible kidney toxicity was found at the highest doses of drug tested. Accumulation of MGd in lung cancer, breast cancer and other tumors was confirmed using magnetic resonance imaging. The results of this study were published in the journal *Clinical Cancer Research* in 1999.

We also have completed an international multicenter Phase 1b/2 clinical trial in 61 patients to evaluate the safety and efficacy of MGd in cancer patients receiving radiation therapy for treatment of tumors which had spread to the brain. Ten once-daily treatments of MGd and whole brain radiation therapy were well tolerated. The maximally tolerated dose of MGd was 6.3 mg/kg. Dose limiting toxicity was found to be reversible elevation of liver function tests. The most common side effects were transient skin discoloration. Other adverse events occurring in at least ten percent of patients included nausea, vomiting, rash, headache and weakness. MGd's tumor selectivity was established by MRI. The radiologic tumor response rate was 72% in the Phase 2 portion of the study. These results were published in 2001 in the *Journal of Clinical Oncology*. Although there was no control group in the study, the results suggested that MGd increased tumor control in the brain beyond that expected with radiation alone.

Based on the results of our Phase 1b/2 trial, we conducted an initial randomized, controlled Phase 3 trial with MGd for the treatment of patients with brain metastases from solid tumors who were undergoing whole brain radiation therapy. The study was conducted at more than 50 leading cancer centers in the United States, Canada and Europe and enrolled 401 patients: 251 with lung cancer, 75 with breast cancer and 75 with other tumor types. The results of this study were published in July 2003 in the *Journal of Clinical Oncology* and in January 2004 in the *Journal of Clinical Oncology*.

This study was designed to compare the safety and efficacy of standard WBRT to standard WBRT plus MGd. The study had co-primary efficacy endpoints of survival and time to neurologic progression. Time to neurologic progression is a clinical benefit endpoint of special importance in patients with brain metastases since the majority of patients with brain metastases experience neurologic deterioration despite the use of WBRT. Physicians administer WBRT to patients with brain metastases primarily to prolong the time before the neurologic progression occurs. An independent Events Review Committee (ERC), blinded to the treatment assignment, determined neurologic progression based on pre-specified criteria. The trial design also included evaluation of neurologic progression determined by standardized investigator assessments.

The trial did not meet its primary endpoints for the entire patient population, which included patients with 14 different types of cancer. However, there was a significant improvement in time to neurologic progression in the pre-specified stratum of 251 lung cancer patients receiving MGd. Over 60% of the patients in the study had lung cancer, representing the largest sub-group of patients. Results from both the ERC and the investigators' assessments were in agreement that lung cancer patients receiving MGd had a benefit in time to neurologic progression.

By investigator neurologic assessment, treatment with MGd was associated with improved time to neurologic progression in the entire 401 patient population (P=0.018, unadjusted) with the benefit primarily confined to the lung cancer patients. These results were confirmed by the ERC, which also found a benefit in the lung cancer population (P=0.048, unadjusted).

The majority of patients with brain metastases have extensive disease outside the brain and frequently die from causes unrelated to tumor growth in the brain. There was no significant difference in survival, neurologic progression or progression free survival in patients who received MGd or who did not receive MGd. We believe this lack of survival difference is due to death from tumor progression outside the brain, which would not be expected to be controlled by WBRT. However, lung cancer patients treated with MGd were found to have a reduction in death due to brain tumor progression as assessed by investigators.

In our trial, patients with lung cancer differed substantially from patients with breast and other cancers. Lung cancer patients more often presented with brain metastases concomitantly with their initial primary tumor diagnosis, had brain as the only known site of metastases, had smaller tumor volume and less prior therapy. There are several possible reasons for the observed benefit in time to neurologic progression seen in the lung cancer sub-group. We believe that less extensive extracranial disease, more rapid and reversible development of central nervous system signs and symptoms and less exposure to prior neurotoxic chemotherapies provided a greater opportunity to demonstrate a clinical benefit in this group of patients. Other studies also have shown that lung cancer patients with brain metastases behave differently than patients with brain metastases from other solid tumors and appear to benefit from additional brain directed therapies. Recently, overexpression of the enzyme thioredoxin reductase has been found in lung cancers and is associated with poor prognosis. As published in April 2006 in the *Journal of Biological Chemistry*, MGd has been shown in the laboratory to inhibit thioredoxin reductase and this function may be responsible for MGd's activity in lung cancer patients.

Neurocognitive function was one of the secondary endpoints of our study. Performance on neurocognitive tests is related to the patient's ability to recognize and remember objects or words, make decisions, be aware of their environment, speak words and reason. Consistent with the findings of the ERC and investigators regarding time to neurologic progression, neurocognitive testing revealed a benefit in prolonging time to neurocognitive progression in six tests of memory and executive function for lung cancer patients treated with MGd. These results were published in January 2004 in the *Journal of Clinical Oncology*.

The administration of MGd was well tolerated with 96% of the intended doses delivered during the trial. Serious drug related adverse events that were noted include hypertension (5.8%), asthenia (2.6%), hyponatremia (2.1%), leukopenia (2.1%), hyperglycemia (1.6%) and vomiting (1.6%).

Based on the clinical activity seen in our initial Phase 3 trial in a subset of patients with brain metastases from NSCLC, we conducted a pivotal Phase 3 clinical trial to confirm the potential clinical benefits observed in patients with brain metastases from NSCLC. In March 2005, we completed the enrollment of 554 patients with brain metastases from NSCLC in this international, randomized controlled trial known as the **SMART** (**S**tudy of Neurologic Progression with **M**otexafin Gadolinium **A**nd **R**adiation **T**herapy) trial. This study was designed to compare the safety and efficacy of WBRT alone to WBRT plus MGd. The primary endpoint for the study was time to neurologic progression (TNP) as determined by a blinded events review committee. In December 2005, we announced the top line results of this trial. Although patients receiving MGd had a longer time to neurologic progression, the study's primary endpoint, the difference compared to patients in the control arm did not reach statistical significance.

The results of the study were presented at the 2006 Annual Meeting of the American Society of Clinical Oncology (ASCO) and are now in press in the International Journal of Radiation Oncology, Biology and Physics. In an intent-to-treat analysis, the median TNP was 15.4 months for patients receiving WBRT plus MGd compared to 10.0 months for patients treated with WBRT alone (P=0.12, hazard ratio=0.78). Substantial differences in patient characteristics and outcomes were observed for the 348 patients enrolled in North America (63 percent of all patients enrolled in the study) compared to the other regions. In North America, the median TNP for WBRT plus MGd treatment was 24.2 months compared to 8.8 months for WBRT alone (P=0.004, hazard ratio=0.53). By contrast, for regions outside of North America, there was no significant difference in TNP between treatment arms. MGd was well tolerated in the study. The most common drug related grade 3 and 4 adverse events were hypertension (4%), elevated liver enzymes (3%) and fatigue (3%), all of which were reversible. We believe the reasons for the regional differences in treatment benefit may be related to the time interval between diagnosis of brain metastases and initiation of WBRT.

In North America, most patients (79%) received WBRT within three weeks of their diagnosis of brain metastases. In certain European centers, there was substantial delay in the initiation of WBRT either due to use of chemotherapy as the initial therapy for brain metastases, or clinical practice patterns resulting in delays in access to radiation therapy. Moreover, there was an imbalance in treatment delay favoring the control arm of the study. We believe that the clinical data indicate MGd benefited patients that had prompt treatment with WBRT, regardless of region, and this benefit was progressively diminished by delay in initiation of radiation. The results of pooled data from both randomized trials were presented at ASCO in 2007. For 805 patients with

brain metastases from NSCLC, which includes all patients with NSCLC enrolled in our randomized trials, MGd plus WBRT prolonged time to neurologic progression compared to WBRT alone (P=0.016).

We submitted an NDA to the FDA in December 2006, for the use of MGd in combination with radiation therapy for the treatment of patients with brain metastases from NSCLC. In December 2007, we announced that the FDA determined that our NDA was non-approvable which will require us, among other things, to conduct additional studies and submit that data before the FDA will approve MGd for marketing.

A Phase 2 clinical trial of MGd plus stereotactic radiosurgery has been completed and the results were presented at the 2007 ASCO Meeting. In addition to its potential anti-tumor activity, the results indicated that MGd also may improve the efficacy of stereotactic radiosurgery by providing more accurate magnetic resonance imaging (MRI) treatment-planning and better defining the treatment field in patients with brain metastases from solid tumors. MGd allowed physicians to identify occult brain metastases in 24% of patients that were not detected with standard MRI contrast agents and were amenable to stereotactic radiosurgery.

The Phase 2 single-arm trial evaluated the safety, radiologic response and time to neurologic progression in 45 patients. Patients with brain metastases from cancers of the lung (34), breast (5) and other cancers (6) were enrolled at 14 academic medical centers and treated with MGd plus WBRT followed by stereotactic radiosurgery (SRS) boost therapy to tumor sites in the brain. The study was designed to evaluate if the MRI scan obtained with MGd improved detection of tumors compared to standard contrast enhanced MRI procedures. In 11 of 45 patients (24.4%) with MRI data available, lesions were detected with MGd that were not seen with standard MRI. The MGd-based treatment planning MRI detected one occult lesion in seven patients, two occult lesions in one patient, and three occult lesions in three patients. These results indicate that the use of MGd allowed more accurate detection and delivery of SRS. The median survival for patients in this study was nine months, and the median time to neurologic progression or radiologic progression was not reached at 18 months. MGd was well tolerated in this study. One patient in the study suffered radionecrosis of the tumor. The most common treatment related serious adverse events were deep vein thrombosis (13%) and pneumonia (9%).

Based on the results of these two trials, we are planning to conduct another Phase 3 pivotal trial for the use of MGd in combination with WBRT and SRS for the treatment of patients with brain metastases from NSCLC. Currently, MGd is under evaluation in two multicenter studies sponsored by the NCI, a Phase 2 trial in adults with newly diagnosed glioblastoma and a Phase 2 trial in children with brain stem gliomas. The FDA has also designated MGd as an orphan drug for the treatment of brain metastases arising from solid tumors.

Other Drugs Under Development

Histone Deacetylase (HDAC) Inhibitors for Cancer

PCI-24781 is a novel, orally administered, compound that inhibits all isoforms of HDAC enzymes. In the cell nucleus, DNA is present with proteins as part of a tightly compacted complex called chromatin. HDAC enzymes play a role in modifying the structure of chromatin, allowing DNA transcription – a process by which DNA controls cellular activity – to occur. HDAC inhibitors appear to alter the transcription process. HDAC inhibitors target tumors through multiple mechanisms, and laboratory studies have shown that they can prompt cells to stop growing or die. This may happen through the expression of tumor suppressor genes, the prevention of angiogenesis, and the targeting of various critical proteins. Preclinical studies have shown that the dose and schedule of administration of PCI-24781 are important factors in safety and efficacy. Laboratory studies indicate that maximum efficacy and safety occurs when inhibition of the HDAC enzymes occurs for a specified period.

PCI-24781 is now in a Phase 1 trial in patients with advanced solid tumors and a Phase 2 trial in patients with recurrent lymphoma. The objectives of these trials are to determine the drug's safety and efficacy when the drug is administered according to precisely defined doses and schedules. We believe PCI-24781 has desirable potency and pharmacokinetic properties, which may provide clinical advantages.

Research results from a collaboration with researchers from Northwestern University demonstrated that Pharmacyclics' HDAC inhibitor, PCI-24781, suppressed RAD51 gene expression in NHL cell lines, leading to the inhibition of homologous recombination, a cellular mechanism of DNA repair. The data also show that RAD51, a gene that provides instructions for making a protein essential for the repair of damaged DNA, is overexpressed in a majority of follicular lymphomas and diffuse large B-cell lymphomas (DLCBL). As a result of these data and other data published in 2007 in the *Proceedings of the National Academy of Sciences*, Pharmacyclics plans to use RAD51 as a novel biomarker that may predict clinical efficacy of PCI-24781 in cancer patients.

An HDAC-8 selective inhibitor is now in preclinical testing. We believe that this compound may exhibit more selectivity for certain types of cancer and may be useful for treatment of inflammatory and autoimmune diseases.

Btk Inhibitor for Cancer and Immune Mediated Diseases

PCI-32765 is an oral small molecule tyrosine kinase inhibitor that targets an enzyme, Bruton's Tyrosine Kinase (Btk), which is required for early B-cells to mature into fully functioning cells and for mast cell function. B-cells are lymphocytes with multiple functions in the immune response including antigen presentation, antibody production and cytokine release. B-cells express cell surface immunoglobulins that make up the B-cell receptor (BCR). The BCR is activated by binding to antigen. The process of B-cell maturation is tightly regulated and it is thought that B-cell lymphomas and leukemias result from mutations acquired during normal B-cell development. Several lines of evidence suggest that signaling through the BCR is necessary to sustain the viablility of B-cell malignancies.

The role of Btk in BCR signaling is well established by the existence of the human genetic immunodeficiency disease, X-linked agammaglobulinemia, caused by a mutation in the Btk gene. This genetic disease is characterized by reduced BCR signaling and a failure to generate mature B-cells. Studies have shown that PCI-32765 inhibits the growth of BCR expressing human lymphoma cell lines by inhibiting BCR signaling. In animal studies, a single oral dose of PCI-32765 inhibited Btk activity, required for BCR signaling, for up to 24 hours.

The inhibition of Btk may also be useful in the treatment of immune mediated diseases. B cells play a key role the inflammatory process and are implicated in the pathology associated with the autoimmune disorders, such as rheumatoid arthritis (RA), lupus, and multiple sclerosis.. B-cells are a type of white blood cell that normally play an important role in the body's immune response. However, when B-cells are overactive, the immune system produces inflammatory cells and antibodies that begin to attack the body's own tissue, leading to autoimmune disorders. Btk is also required for activation of mast cells, an inflammatory cell that when overactive leads to allergic reactions.

PCI-32765 has been studied in collagen induced arthritis, an established mouse model for RA. Studies examined the impact of treatment with PCI-32765 both at disease onset and with established active disease. When animals were treated at disease onset, PCI-32765 prevented further joint swelling. Treatment of animals with established active disease resulted in reduced inflammation and induced regression of disease. In animal models, treatment with PCI-32765 was found to inhibit mast cell function and to prevent passive cutaneous analphylaxis, a serious allergic reaction.

We plan to file an IND application with the FDA for PCI-32765. The initial Phase 1 trial will be conducted in patients with recurrent B cell lymphoma who will receive the drug orally in a dose escalation design. We have developed a proprietary molecular probe that we will use as a biomarker to optimize our treatment regimen in our Phase 1 trial. The Phase 1 trial is designed to assess safety, pharmacokinetics and efficacy.

Factor VIIa Inhibitor for Cancer

PCI-24783 is a small molecule inhibitor of Factor VIIa. This molecule selectively inhibits Factor VIIa when it is complexed with a protein called tissue factor (TF). In cancer, the Factor VIIa:TF complex is found in abundance in pancreatic, gastric, colon and other tumors, and triggers a host of physiologic processes that facilitate tumor angiogenesis, growth and invasion. The Factor VIIa:TF complex is thought to be the cause of the increased propensity to develop thromboses seen in cancer patients. Laboratory studies and animal models indicate that inhibitors of Factor VIIa may block tumor growth and metastasis. We filed an IND application with the FDA in July 2008. We plan to conduct a Phase 1 trial in normal volunteers, designed to assess safety. We believe that PCI-27483 may be useful for treating the thrombotic complications of cancer and also as an anti-cancer agent.

Collaboration and License Agreement, Acquired Products

The University of Texas License. In 1991, we entered into a license agreement with the University of Texas under which we received the exclusive worldwide rights to develop and commercialize porphyrins, expanded porphyrins and other porphyrin-like substances covered by their patents. In consideration for the license, we have paid a total of $300,000. We are obligated to pay royalties based on net sales of products that utilize the licensed technology. The term of the license agreement ends upon the last to expire of the patents covered by the license. We have royalty obligations under the license as long as valid and unexpired patents covering the licensed technology exist. Currently, the dates the last United States and European patents covered by the agreement expire are 2015 and 2014, respectively. Under this agreement, we must be attempting to commercialize one or more products covered by the licensed technology. In the event we fail to attempt to commercialize one or more products covered by the licensed technology, the University of Texas may convert the exclusive license into a non-exclusive license.

Celera Genomics. In April 2006, we acquired multiple small molecule drug candidates for the treatment of cancer and other diseases from Celera Genomics, an Applera Corporation business (now Celera Corporation). Under the terms of the agreement, we acquired Celera technology and intellectual property relating to drugs that target histone deacetylase (HDAC) enzymes, selective HDAC enzymes, a Factor VIIa inhibitor targeting a tumor signaling pathway involved in angiogenesis, tumor growth and metastases, and B-cell associated tyrosine kinase inhibitors potentially useful for the treatment of lymphomas and autoimmune diseases. Total consideration paid was $6,647,000 which consisted of 1,000,000 shares of our common stock, $2,000,000 of cash and $147,000 of transaction costs. In May 2008, the company amended its agreement with Celera pertaining to potential sublicensing of our HDAC compounds. Under the amendment, Celera may receive a portion of any upfront licensing payments we receive from sublicensing an HDAC product under the agreement and the total future potential milestone payments due to Celera were reduced from $144 million to $104 million dollars, although we currently can not predict if or when any of the milestones will be achieved. In addition, Celera will also be entitled to royalty payments in the mid- to high single digits based on annual sales of any drugs commercialized from these programs.

Patents and Proprietary Technology

We believe our success depends in part upon our ability to protect and defend our proprietary technology and product candidates through patents and trade secret protection. We, therefore, aggressively pursue, prosecute, protect and defend patent applications, issued patents, trade secrets, and licensed patent and trade secret rights covering certain aspects of our technology. The evaluation of the patentability of United States and foreign patent applications can take years to complete and can involve considerable expense.

We have a number of patents and patent applications related to our compounds but we cannot be certain that issued patents will be enforceable or provide adequate protection or that pending patent applications will result in the issue of patents. Even if patents are issued and maintained, these patents may not be of adequate scope to benefit us, or may be held invalid and unenforceable against third parties.

Our patents, patent applications, and licensed patent rights cover various compounds, pharmaceutical formulations and methods of use. Pharmacyclics owns or licenses rights to:

- 70 issued U.S. patents; and
- 42 other pending U.S. patent applications.

These issued U.S. patents expire between the years 2009 and 2025. In addition, Pharmacyclics owns or licenses approximately 81 foreign patents, including 55 patents issued in various European countries, more than 50 pending non-U.S. patent applications filed under the Patent Cooperation Treaty, with the European Patent Office, and nationally in Canada, Japan, Australia and other countries.

For MGd, we have an issued patent in the United States that covers the formulation that will expire in 2020. In addition, we have pending patent applications that cover formulations and uses of motexafin gadolinium that if granted, will expire between 2020 and 2025. In Europe, we have recently received a Notice of Intent to Grant for a patent application covering motexafin gadolinium drug product. If issued, this patent will expire in 2022. In Europe, Japan, Canada and China, we have pending patent applications covering formulations and uses of motexafin gadolinium that if granted, will expire as late as 2025.

We may be unsuccessful in prosecuting our patent applications or patents may not issue from our patent applications. Even if patents are issued and maintained, these patents may not be of adequate scope to benefit us, or may be held invalid and unenforceable against third parties.

We also rely upon trade secrets, technical know-how and continuing technological innovation to develop and maintain our competitive position. We require all of our employees, consultants, advisors and the like to execute appropriate confidentiality and assignment-of-inventions agreements. These agreements typically provide that all materials and confidential information developed or made known to the individual during the course of the individual's relationship with us is to be kept confidential and not disclosed to third parties, except in specific circumstances, and that all inventions arising out of the relationship with Pharmacyclics shall be our exclusive property.

Research and Development

The majority of our operating expenses to date have been related to research and development, or R&D. R&D expenses consist of independent R&D costs and costs associated with collaborative R&D. R&D expenses were $18,180,000 in fiscal 2008, $21,115,000 in fiscal 2007 and $25,737,000 in fiscal 2006. In fiscal 2006, we recorded $6,647,000 of purchased in-process research and expense associated with the acquisition of drug candidates from Celera.

Marketing and Sales

We currently have no marketing, sales, or distribution capabilities. We plan to enter into licensing arrangements that will include provisions for the marketing, sales and distribution of our products.

Manufacturing

We currently use third parties to manufacture various components of our products under development. We have entered into commercial supply agreements with three manufacturers who each manufacture a separate component related to the complete manufacturing of our motexafin gadolinium drug substance. We have also

entered into a commercial supply agreement for the formulation, filling, packaging and labeling of commercial quantities of motexafin gadolinium drug product.

Competition

We face intense competition from pharmaceutical companies, universities, governmental entities and others in the development of therapeutic and diagnostic agents for the treatment of diseases which we target.

Although the FDA has not yet approved any agents for the treatment of brain metastases, we expect significant competition in this field, as we believe that one or more companies are developing and testing products which may compete directly with our motexafin gadolinium product under development. These companies may succeed in developing technologies and products that are more effective than ours or would render our products or technologies obsolete. See "Risk Factors — Risks Related to Our Industry – We face rapid technological change and intense competition."

We also face intense competition in developing and commercializing drugs for the treatment of cancer with HDAC inhibitors, tyrosine kinase inhibitors and other anti-cancer agents.

Government Regulation and Product Approval

The FDA and comparable regulatory agencies in state and local jurisdictions and in foreign countries impose substantial requirements upon the clinical development, manufacture and marketing of pharmaceutical products. These agencies and other federal, state and local entities regulate research and development activities and the testing, manufacture, quality control, safety, effectiveness, labeling, storage, record keeping, approval, advertising and promotion of our product candidates. Failure to comply with FDA requirements, both before and after product approval, may subject us to administrative or judicial sanctions, including but not limited to, FDA refusal to approve pending applications, warning letters, product recalls, product seizures, or total or partial suspension of production or distribution, fines, injunctions, or civil or criminal penalties.

The process required by the FDA before our products may be marketed in the U.S. generally involves the following:

- completion of preclinical laboratory and animal tests;
- submission of an Investigational New Drug (IND) application, which must become effective before clinical trials may begin;
- performance of adequate and well-controlled human clinical trials to establish the safety and efficacy for each intended use;
- submission to the FDA of a New Drug Application (NDA); and
- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities at which the product candidate is made to assess compliance with the FDA’s current good manufacturing practice (cGMP) regulations.

The testing and approval process requires substantial time, effort, and financial resources; and we cannot be certain that any approval will be granted on a timely basis, if at all.

Preclinical tests include laboratory evaluation of the product, its chemistry, formulation and stability, as well as animal studies to assess the potential safety and efficacy of the product. We then submit the results of the preclinical tests, together with manufacturing information and analytical data, to the FDA as part of an IND, which must become effective before we may begin human clinical trials. The IND automatically becomes effective 30 days after receipt by the FDA, unless the FDA, within the 30-day time period, raises concerns or questions about the conduct of the trials as outlined in the IND, including concerns that human research

subjects will be exposed to unreasonable health risks. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before clinical trials can begin. Our submission of an IND may not result in FDA authorization to commence clinical trials. Further, an independent Institutional Review Board at the medical center proposing to conduct the clinical trials must review and approve any clinical study.

Human clinical trials are typically conducted in three sequential phases which may overlap:

- ***Phase 1:*** The drug is initially introduced into healthy human subjects or patients and tested for safety, dosage tolerance, absorption, metabolism, distribution and excretion.

- ***Phase 2:*** Involves studies in a limited patient population to identify possible adverse effects and safety risks, to evaluate preliminarily the efficacy of the product for specific targeted diseases and to determine dosage tolerance and optimal dosage.

- ***Phase 3:*** When Phase 2 evaluations demonstrate that a dosage range of the product may be effective and has an acceptable safety profile, Phase 3 trials are undertaken to further evaluate dosage and clinical efficacy and to further test for safety in an expanded patient population at geographically dispersed clinical study sites.

In the case of products for severe or life-threatening diseases such as cancer, the initial human testing is often conducted in patients rather than in healthy volunteers. Since these patients already have the target disease, these studies may provide initial evidence of efficacy traditionally obtained in Phase 2 trials and thus these trials are frequently referred to as Phase 1/2 trials. We cannot be certain that we will successfully complete Phase 1, Phase 2 or Phase 3 testing of our product candidates within any specific time period, if at all. Furthermore, the FDA, the relevant Institutional Review Board or the sponsor may suspend clinical trials at any time on various grounds, including a finding that the subjects or patients are being exposed to an unacceptable health risk.

The results of product development, preclinical studies and clinical studies are submitted to the FDA as part of a New Drug Application, or NDA, for approval of the marketing and commercial shipment of the product. The FDA may not accept the NDA for review if the applicable regulatory criteria are not satisfied or may require additional clinical data. Even if such data are accepted for filing, the FDA may ultimately decide that the NDA does not satisfy the criteria for approval. In addition, before approving an NDA, the FDA will inspect the facilities at which the product is manufactured and will not approve the product unless the facility is in substantial compliance with cGMP regulations. Once issued, the FDA may withdraw product approval if compliance with regulatory standards is not maintained or if problems occur after the product reaches the market. In addition, the FDA may require testing and surveillance programs to monitor the effect of approved products which have been commercialized, and the agency has the power to prevent or limit further marketing of a product based on the results of these post-marketing programs.

The FDA has designated motexafin gadolinium as an orphan drug for the treatment of brain metastases arising from solid tumors. Under the FDA's orphan drug regulations, the FDA may designate a drug candidate as an orphan drug if it is intended for the treatment of a rare disease or condition affecting fewer than 200,000 people in the United States, or if the disease or condition occurs so infrequently that there is no reasonable expectation that the costs of the drug development and marketing will be recovered in future sales of the drug in the United States. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory approval process. If a product which has orphan drug designation subsequently receives the first FDA approval for the indication for which it has such designation, the sponsor is entitled to seven (7) years of marketing exclusivity after FDA approval during which time another sponsor may not obtain FDA approval to market the same drug for the same indication, unless the other sponsor demonstrates to the FDA that its product is clinically superior to the orphan drug. Orphan drugs are also typically eligible for tax credits for clinical research and are exempt from fees imposed when an application to approve the product for marketing is submitted.

Satisfaction of the above FDA requirements or similar requirements of state, local and foreign regulatory agencies typically takes several years and the actual time required may vary substantially, based upon the type, complexity and novelty of the pharmaceutical product. Government regulation may delay or prevent marketing of potential products for a considerable period of time and impose costly procedures upon our activities. We cannot be certain that the FDA or any other regulatory agency will grant approval for any of our products under development on a timely basis, if at all. Success in preclinical or early stage clinical trials does not assure success in later stage clinical trials. Data obtained from preclinical and clinical activities is not always conclusive and may be susceptible to varying interpretations which could delay, limit or prevent regulatory approval. Even if a product receives regulatory approval, the approval may be significantly limited to specific indications. Further, even after regulatory approval is obtained, later discovery of previously unknown problems with a product may result in restrictions on the product or even complete withdrawal of the product from the market. Delays in obtaining, or failures to obtain regulatory approvals would have a material adverse effect on our business. Marketing our products abroad will require similar regulatory approvals and is subject to similar risks. In addition, we cannot predict what adverse governmental regulations may arise from future U.S. or foreign governmental action.

Any products manufactured or distributed by us pursuant to FDA approvals are subject to pervasive and continuing regulation by the FDA, including record-keeping requirements and reporting of adverse experiences with the drug. Drug manufacturers and their subcontractors are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with Good Manufacturing Practice regulations, which impose certain procedural and documentation requirements upon us and our third-party manufacturers. We cannot be certain that we or our present or future suppliers will be able to comply with the current Good Manufacturing Practice, or cGMP, regulations and other FDA regulatory requirements.

The FDA regulates drug labeling and promotion activities. The FDA has actively enforced regulations prohibiting the marketing of products for unapproved uses. The FDA will permit the promotion of a drug for an unapproved use in certain circumstances, but subject to very stringent requirements. We and our products are also subject to a variety of state laws and regulations in those states or localities where our products are or will be marketed. Any applicable state or local regulations may hinder our ability to market our products in those states or localities. We are also subject to numerous federal, state and local laws relating to such matters as safe working conditions, manufacturing practices, environmental protection, fire hazard control, and disposal of hazardous or potentially hazardous substances. We may incur significant costs to comply with such laws and regulations now or in the future.

The FDA's policies may change and additional government regulations may be enacted which could prevent or delay regulatory approval of our potential products. Moreover, increased attention to the containment of health care costs in the U.S. and in foreign markets could result in new government regulations which could have a material adverse effect on our business. We cannot predict the likelihood, nature or extent of adverse governmental regulation which might arise from future legislative or administrative action, either in the U.S. or abroad.

Employees

As of June 30, 2008, we had 47 employees, all of whom were full-time employees. Thirty-five of our employees are engaged in research, development, preclinical and clinical testing, manufacturing, quality assurance and quality control and regulatory affairs and 12 in finance and administration. Fifteen of our employees have an M.D. or Ph.D. degree. Our future performance depends in significant part upon the continued service of our key scientific, technical and senior management personnel, none of whom is bound by an employment agreement requiring service for any defined period of time. The loss of the services of one or more of our key employees could harm our business. None of our employees are represented by a labor union. We consider our relations with our employees to be good.

Available Information

We were incorporated in Delaware in 1991 and commenced operations in 1992.

We file electronically with the Securities and Exchange Commission, or SEC, our annual reports on Form 10-K, quarterly interim reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. We maintain a site on the worldwide web at www.pcyc.com; however, information found on our website is not incorporated by reference into this report. We make our SEC filings available free of charge on or through our website, including our annual report on Form 10-K, quarterly interim reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Further, a copy of this annual report on Form 10-K is located at the Securities and Exchange Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a website that contains reports, proxy and information statements and other information regarding our filings at www.sec.gov.

In 2004, we adopted a code of ethics that applies to our officers, directors and employees, including our principal executive officer, principal financial officer and principal accounting officer. We have posted the text of our code of ethics on our website at www.pcyc.com in connection with "Investor" materials. In addition, we intend to promptly disclose (1) the nature of any amendment to our code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, or persons performing similar functions and (2) the nature of any waiver, including an implicit waiver, from a provision of our code of ethics that is granted to one of these specified officers, the name of such person who is granted the waiver and the date of the waiver on our website in the future.

Item 1A. ***Risk Factors***

RISK FACTORS

You should carefully consider these risk factors as each of these risks could adversely affect our business, operating results and financial condition.

Risks Related to Pharmacyclics

We will need substantial additional financing and we may have difficulty raising needed capital in the future.

We have expended and will continue to expend substantial funds to complete the research, development and clinical testing of our products. We are unable to entirely fund these efforts with our current financial resources. Currently, we are actively seeking partnership collaborations to help fund the development of our product candidates. We may also be required to raise additional funds through the public or private sale of securities, bank debt or otherwise. If we are unable to secure additional funds, whether through partnership collaborations or sale of our securities, we will have to delay, reduce the scope of or discontinue one or more of our product development programs.

Based upon the current status of our product development plans, we believe that our cash, cash equivalents and marketable securities will be adequate to satisfy our capital needs through at least the next twelve months. We may, however, choose to raise additional funds before then. Our actual capital requirements will depend on many factors, including:

- our ability to establish new partnership collaboration arrangements and the timing of such arrangements;

- continued progress of our research and development programs;
- our ability to establish and maintain collaborative arrangements with third parties;
- progress with preclinical studies and clinical trials;
- the time and costs involved in obtaining regulatory approval;
- the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims;
- the amount and timing of capital equipment purchases; and
- competing technological and market developments.

In addition, our ability to raise additional capital may be dependent upon our stock being quoted on the NASDAQ Global Market. On April 17, 2008, we received a notice from the Listing Qualifications Department of The NASDAQ Stock Market indicating that the Company does not comply with the $1.00 minimum bid price requirement for continued listing set forth in NASDAQ Marketplace Rule 4450(a)(5). The notice further stated that pursuant to Marketplace Rule 4450(e)(2), we would be provided 180 calendar days, or until October 14, 2008 to regain compliance. On May 30, 2008 we announced receipt of notice from the NASDAQ Stock Market that since the closing bid price of our common stock has been at $1.00 per share or greater for at least 10 consecutive business days, we had regained compliance with Marketplace Rule 4450(a)(5). If we do not remain in compliance with the $1.00 minimum bid price requirement or any other NASDAQ listing requirement, our stock may be delisted by NASDAQ.

To maintain our listing on the NASDAQ Global Market, we are required, among other things, to either maintain stockholders' equity of at least $10 million or a market value of at least $50 million. While we currently satisfy the stockholders' equity requirement, we may not continue to do so.

We will need to raise any necessary additional funds through the public or private sale or securities, bank debt financings, collaborative arrangements with corporate partners or other sources that may be highly dilutive or otherwise disadvantageous, to existing stockholders or subject us to restrictive covenants. In addition, in the event that additional funds are obtained through arrangements with collaborative partners or other sources, such arrangements may require us to relinquish rights to some of our technologies, product candidates or products under development that we would otherwise seek to develop or commercialize ourselves. Additional funds may not be available on acceptable terms, if at all. Our failure to raise capital when needed and on acceptable terms would require us to reduce our operating expenses, delay or reduce the scope of or eliminate one or more of our research or development programs and would limit our ability to respond to competitive pressures or unanticipated requirements and to continue operations. Any one of the foregoing would have a material adverse effect on our business, financial condition and results of operations.

Failure to obtain product approvals or comply with ongoing governmental regulations could adversely affect our business.

The manufacture and marketing of our products and our research and development activities are subject to extensive regulation for safety, efficacy and quality by numerous government authorities in the United States and abroad. Before receiving FDA approval to market a product, we will have to demonstrate to the satisfaction of the FDA that the product is safe and effective for the patient population and for the diseases that will be treated. Clinical trials, and the manufacturing and marketing of products, are subject to the rigorous testing and approval process of the FDA and equivalent foreign regulatory authorities. The Federal Food, Drug and Cosmetic Act and other federal, state and foreign statutes and regulations govern and influence the testing, manufacture, labeling, advertising, distribution and promotion of drugs and medical devices. As a result, clinical trials and regulatory approval can take a number of years to accomplish and require the expenditure of substantial resources.

Data obtained from clinical trials are susceptible to varying interpretations that could delay, limit or prevent regulatory approvals.

In addition, we may encounter delays or rejections based upon additional government regulation from future legislation or administrative action or changes in FDA policy during the period of product development, clinical trials and FDA regulatory review. We may encounter similar delays in foreign countries. We may be unable to obtain requisite approvals from the FDA and foreign regulatory authorities and even if obtained, such approvals may not be received on a timely basis, or they may not cover the clinical uses that we specify.

Furthermore, regulatory approval may entail ongoing requirements for post-marketing studies. The manufacture and marketing of drugs are subject to continuing FDA and foreign regulatory review and later discovery of previously unknown problems with a product, manufacturer or facility may result in restrictions, including withdrawal of the product from the market. Any of the following events, if they were to occur, could delay or preclude us from further developing, marketing or realizing full commercial use of our products, which in turn would have a material adverse effect on our business, financial condition and results of operations:

- failure to obtain and thereafter maintain requisite governmental approvals;
- failure to obtain approvals for specific indications of our products under development; or
- identification of serious and unanticipated adverse side effects in our products under development.

Any regulatory approval that we receive for a product candidate may be subject to limitations on the indicated uses for which the product may be marketed. In addition, if the FDA and/or foreign regulatory agencies approve any of our product candidates, the labeling, packaging, adverse event reporting, storage, advertising and promotion of the product will be subject to extensive regulatory requirements. We and the manufacturers of our product candidates must also comply with the applicable FDA Good Manufacturing Practice ("GMP") regulations, which include quality control and quality assurance requirements as well as the corresponding maintenance of records and documentation. Manufacturing facilities are subject to ongoing periodic inspection by the FDA and corresponding state agencies, including unannounced inspections, and must be licensed before they can be used in commercial manufacturing of our products. We or our present or future suppliers may be unable to comply with the applicable GMP regulations and other FDA regulatory requirements. Failure of our suppliers to follow current GMP Practice or other regulatory requirements may lead to significant delays in the availability of products for commercial or clinical use and could subject us to fines, injunctions and civil penalties.

All of our product candidates are in development, and we cannot be certain that any of our products under development will be commercialized.

To be profitable, we must successfully research, develop, obtain regulatory approval for, manufacture, introduce, market and distribute our products under development. The time frame necessary to achieve these goals for any individual product is long and uncertain. Before we can sell any of our products under development, we must demonstrate to the satisfaction of the FDA and regulatory authorities in foreign markets through the submission of preclinical (animal) studies and clinical (human) trials that each product is safe and effective for human use for each targeted disease. We have conducted and plan to continue to conduct extensive and costly clinical trials to assess the safety and effectiveness of our potential products. We cannot be certain that we will be permitted to begin or continue our planned clinical trials for our potential products, or if permitted, that our potential products will prove to be safe and produce their intended effects.

The completion rate of our clinical trials depends upon, among other factors, the rate of patient enrollment, the adequacy of patient follow-up and the completion of required clinical evaluations. Many factors affect patient enrollment, including the size of the patient population, the proximity of patients to clinical sites, the eligibility criteria for the trial, competing clinical trials and new drugs or procedures used for the conditions we are investigating. Other companies are conducting clinical trials and have announced plans for future trials that

are seeking or are likely to seek patients with the same diseases that we are studying. We may fail to obtain adequate levels of patient enrollment in our clinical trials. Delays in planned patient enrollment may result in increased costs, delays or termination of clinical trials, which could have a material adverse effect on us. Many factors can affect the adequacy of patient follow-up and completion of required clinical evaluations, including failure of patients to return for scheduled visits or failure of clinical sites to complete necessary documentation. Delays in or failure to obtain required clinical follow-up and completion of clinical evaluations could also have a material adverse effect on the timing and outcome of our clinical trials and product approvals.

Additionally, clinical trials require substantial administration and monitoring. We may fail to effectively oversee and monitor the various trials we have underway at any particular time which would result in increased costs or delays of our clinical trials.

Data already obtained from preclinical studies and clinical trials of our products under development do not necessarily predict the results that will be obtained from later preclinical studies and clinical trials. Moreover, data from clinical trials we are conducting are susceptible to varying interpretations that could delay, limit or prevent regulatory approval. A number of companies in the pharmaceutical industry have suffered significant setbacks in advanced clinical trials, even after promising results in earlier trials. The failure to adequately demonstrate the safety and effectiveness of a product under development could limit or prevent regulatory approval of the potential product and would materially harm our business. Our clinical trials may not demonstrate the sufficient levels of safety and efficacy necessary to obtain the requisite regulatory approval or may not result in marketable products.

In December 2005, we announced the top line results of our pivotal Phase 3 clinical study of MGd for the potential treatment of non-small cell lung cancer (NSCLC) patients with brain metastases. Although patients receiving MGd had a longer time to neurologic progression (TNP), the study's primary endpoint, the difference compared to patients in the control arm did not reach statistical significance.

In April 2007, we announced that the FDA had filed our NDA over protest. In December 2007, we announced that the FDA determined that our NDA was non-approvable which will require us, among other things, to conduct additional studies and submit that data before the FDA will approve MGd for marketing. Performance and completion of additional clinical studies will require years of testing and, even if positive results are achieved, may not result in MGd's approval.

We have a history of operating losses and we expect to continue to have losses in the future.

We have incurred significant operating losses since our inception in 1991 and, as of June 30, 2008, had an accumulated deficit of approximately $339.5 million. We expect to continue to incur substantial additional operating losses until such time, if ever, as the commercialization of our products generates sufficient revenues to cover our expenses. All of our product candidates are in the early stages of development and the commercialization of those products will not occur, if at all, for at least the next several years. Our achieving profitability depends upon our ability, alone or with others, to successfully complete the development of our product candidates, and to obtain required regulatory approvals and to successfully manufacture and market our proposed product. To date, we have not generated revenue from the commercial sale of our products.

Acceptance of our products in the marketplace is uncertain, and failure to achieve market acceptance will harm our business.

Even if approved for marketing, our products may not achieve market acceptance. The degree of market acceptance will depend upon a number of factors, including:

- the receipt of regulatory approvals for the indications that we are studying, and the acceptance by physicians and patients of the clinical benefits that our products may offer;

- the establishment and demonstration in the medical community of the safety, clinical efficacy and cost-effectiveness of our products and their potential advantages over existing therapeutic products;

- marketing and distribution support;

- the introduction, market penetration and pricing strategies of competing and future products; and

- coverage and reimbursement policies of governmental and other third-party payors such as insurance companies, health maintenance organizations and other plan administrators.

Physicians, patients, payors or the medical community in general may be unwilling to accept, purchase, utilize or recommend any of our products.

We may fail to adequately protect or enforce our intellectual property rights or secure rights to third-party patents.

Our success depends in part upon our ability to protect and defend our proprietary technology and product candidates through patents and trade secret protection. We, therefore, aggressively pursue, prosecute, protect and defend patent applications, issued patents, trade secrets, and licensed patent and trade secret rights covering certain aspects of our technology. The evaluation of the patentability of United States and foreign patent applications can take years to complete and can involve considerable expense.

We have a number of patents and patent applications related to our compounds but we cannot be certain that issued patents will be enforceable or provide adequate protection or that pending patent applications will issue as patents. Even if patents are issued and maintained, these patents may not be of adequate scope to benefit us, or may be held invalid and unenforceable against third parties.

We face risks and uncertainties related to our intellectual property rights. For example:

- we may be unable to obtain or maintain patent or other intellectual property protection for any products or processes that we may develop;

- third parties may obtain patents covering the manufacture, use or sale of these products, which may prevent us from commercializing any of our products under development globally or in certain regions; and

- any future patents that we may obtain may not prevent other companies from competing with us by designing their products or conducting their activities so as to avoid the coverage of our patents.

The actual protection afforded by a patent varies depending on the product candidate and country and depends upon many factors, including the type of patent, the scope of its coverage, the availability of regulatory related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patents under existing and future laws. Our ability to maintain or enhance our proprietary position for our product candidates will depend on our success in obtaining effective claims and enforcing those claims once granted. Our issued patents and those that may issue in the future, or those licensed to us, may be challenged, invalidated or circumvented, and the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages against competitors with similar products. Due to the extensive amount of time required for the development, testing and regulatory review of a potential product, it is possible that, before any of our products can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of the patent.

We are aware of several U.S. patents owned or licensed by Schering AG (now Bayer) that relate to pharmaceutical formulations and methods for enhancing magnetic resonance imaging. Even though we have obtained the opinion of outside patent counsel that our cancer treatment compounds do not infringe any valid, unexpired claims of such patents, Schering AG may still choose to assert one or more of those patents. If any of our products were legally determined to be infringing a valid and enforceable claim of any of Schering AG's patents, our business could be materially adversely affected. Further, any allegation by Schering AG that we

infringed their patents would likely result in significant legal costs and require the diversion of substantial management resources. We are aware that Schering AG has asserted patent rights against at least one other company in the contrast agent imaging market and that a number of companies have entered into licensing arrangements with Schering AG with respect to one or more of such patents. We cannot be certain that we would be successful in defending a lawsuit or able to obtain a license on commercially reasonable terms from Schering AG, if required.

We also rely upon trade secrets, technical know-how and continuing technological innovation to develop and maintain our competitive position. Although we take steps to protect our proprietary rights and information, including the use of confidentiality and other agreements with our employees and consultants, and in our academic and commercial relationships, these steps may be inadequate, these agreements may be violated, or there may be no adequate remedy available for a violation. In addition, courts outside the United States are sometimes less willing to protect trade secrets. Furthermore, our competitors may independently develop substantially equivalent proprietary information and techniques, reverse engineer our information and techniques, or otherwise gain access to our proprietary technology. We may be unable to meaningfully protect our rights in unpatented proprietary technology.

We rely heavily on third parties for product and clinical development of our products.

We currently depend heavily and will depend heavily in the future on third parties for support in product development and clinical development of our products. The termination of a significant number of our existing collaborative arrangements, or our inability to establish and maintain collaborative arrangements could have a material adverse effect on our ability to complete clinical development of our products. Given our limited resources, it may be necessary to establish partnerships with other pharmaceutical companies that have greater financial and technical resources in order to successfully develop and commercialize our products. There is no assurance that such partnerships can be obtained, and if obtained, may require us to relinquish product rights that could affect the financial success of these products.

We rely on contract clinical research organizations, or CROs, for various aspects of our clinical development activities including clinical trial monitoring, data collection, safety monitoring and data management. As a result, we have had and continue to have less control over the conduct of clinical trials, the timing and completion of the trials, the required reporting of adverse events and the management of data developed through the trial than would be the case if we were relying entirely upon our own staff. Although we rely on CROs to conduct some of our clinical trials, we are responsible for confirming that each of our clinical trials is conducted in accordance with the investigational plan and protocol. Moreover, the FDA and foreign regulatory agencies require us to comply with regulations and standards, commonly referred to as good clinical practices, for conducting, recording and reporting the results of clinical trials to assure that the data and results are credible and accurate and that the trial participants are adequately protected. Our reliance on third parties does not relieve us of these responsibilities and requirements.

Outside parties may have staffing difficulties, may undergo changes in priorities or may become financially distressed, adversely affecting their willingness or ability to conduct our trials. We may experience unexpected cost increases that are beyond our control. Any failure of such CROs to successfully accomplish clinical trial monitoring, data collection, safety monitoring and data management and the other services they provide for us in a timely manner and in compliance with regulatory requirements could have a material adverse effect on our ability to complete clinical development of our products and obtain regulatory approval. Problems with the timeliness or quality of the work of a CRO may lead us to seek to terminate the relationship and use an alternate service provider. However, making such changes may be costly and may delay our trials, and contractual restrictions may make such a change difficult or impossible. Additionally, it may be difficult to find a replacement organization that can conduct our trials in an acceptable manner and at an acceptable cost.

We lack the resources, capability and experience necessary to manufacture pharmaceuticals and thus rely heavily upon contract manufacturers.

We have no manufacturing facilities and we currently rely on third parties for manufacturing and storage activities related to all of our products in development. Our manufacturing strategy presents the following risks:

- delays in scale-up to quantities needed for multiple clinical trials, or failure to manufacture such quantities to our specifications, or deliver such quantities on the dates we require, could cause delay or suspension of clinical trials, regulatory submissions and commercialization of our products in development;

- there is no guarantee that the supply of clinical materials can be maintained during the clinical development of our product candidates;

- our current and future manufacturers are subject to ongoing periodic unannounced inspections by the FDA and corresponding regulatory agencies for compliance with strictly enforced current Good Manufacturing Practice and similar foreign standards. Failure to pass these inspections could have a material adverse effect on our ability to produce our products to support our operations;

- if we need to change to other commercial manufacturing contractors, there is no guarantee that we will be able to locate a suitable replacement contractor. The FDA and comparable foreign regulators must approve material manufactured by these contractors prior to our use. This would require new testing and compliance inspections. The new manufacturers would have to practice substantially equivalent processes for the production of our products;

- our current manufacturers might not be able to fulfill our commercial needs, which would require us to seek new manufacturing arrangements and may result in substantial delays in meeting market demand; and

- any disruption of the ability of our manufacturing contractors to supply necessary quantities of our products could have a material adverse effect on our ability to support our operations.

Any of these factors could delay clinical trials or commercialization of our products under development and entail higher costs.

We lack marketing, distribution and sales experience.

We have no experience marketing, selling or distributing products and currently lack the internal capability to do so. If any of our product candidates are approved by the FDA, we will need a sales force with technical expertise prior to the commercialization of any of our product candidates. We have no experience in developing, training or managing a sales force. We will incur substantial additional expenses in developing, training and managing such an organization. We may be unable to build such a sales force, the cost of establishing such a sales force may exceed any product revenues, or our direct marketing and sales efforts may be unsuccessful. In addition, we compete with many other companies that currently have extensive and well-funded marketing and sales operations. Our marketing and sales efforts may be unable to compete successfully against those of such other companies. We will need to enter into co-promotion or other licensing arrangements with larger pharmaceutical or biotechnology firms in order to increase the commercial success of our products. To the extent we enter into co-promotion or other licensing agreements, our product revenues are likely to be lower than if we directly marketed and sold our products, and some or all of the revenues we receive will depend upon the efforts of third parties, which may not be successful and may not be within our control. If we are unable to enter into co-promotion or other licensing agreements on acceptable terms or at all, we may not be able to successfully commercialize our existing and future product candidates. If we are not successful in commercializing our existing and future product candidates, either on our own or through collaborations with one or more third parties, our future product revenue will suffer and we may incur significant losses.

If we lose or are unable to hire and retain qualified personnel, then we may not be able to develop our products or processes and obtain the required regulatory approvals.

We are highly dependent on qualified scientific and management personnel. We will need to expand and effectively manage our managerial, operational, financial, development and other resources in order to successfully pursue our research, development and commercialization efforts for our existing and future product candidates. Our success depends on our continued ability to attract, retain and motivate highly qualified management and personnel with pre-clinical and clinical experience. We will need to hire additional personnel as we continue to expand our research and development and partnering activities.

We face intense competition from other companies and research and academic institutions for qualified personnel. We may not be able to attract or retain qualified management and scientific personnel in the future due to the intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses, particularly in the San Francisco, California area. If we lose an executive officer, a manager of one of our programs, or a significant number of any of our staff or are unable to hire and retain qualified personnel, then our ability to develop and commercialize our products and processes, raise additional capital or implement our business strategy may be adversely affected or prevented. In particular, if we lose additional members of our senior management team, we may not be able to find suitable replacements in a timely fashion or at all and our business may be harmed as a result.

Our business is subject to risks associated with international operations and collaborations.

The laws of foreign countries do not protect our intellectual property rights to the same extent as do the laws of the United States. In countries where we do not have and/or have not applied for patents on our products, we will be unable to prevent others from developing or selling similar products. In addition, in jurisdictions outside the United States where we acquire patent rights, we may be unable to prevent unlicensed parties from selling or importing products or technologies derived elsewhere using our patented technology.

Until we or our licensees obtain the required regulatory approvals for pharmaceuticals in any specific foreign country, we or our licensees will be unable to sell these products in that country. International regulatory authorities have imposed numerous and varying regulatory requirements and the approval procedures can involve additional testing. Approval by one regulatory authority does not ensure approval by any other regulatory authority.

We may be subject to damages resulting from claims that our employees or we have wrongfully used or disclosed alleged trade secrets of their former employers.

Many of our employees were previously employed at universities or other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although no claims against us are currently pending, we may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. A loss of key research personnel or their work product could hamper or prevent our ability to commercialize certain potential drugs, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management.

We may need to implement additional finance and accounting systems, procedures and controls to satisfy reporting requirements.

As a public reporting company, we are required to comply with the Sarbanes-Oxley Act of 2002, including Section 404, and the related rules and regulations of the Securities and Exchange Commission, including expanded disclosures and accelerated reporting requirements and more complex accounting rules. Compliance with Section 404 and other requirements will increase our costs and require additional management resources. We may need to continue to implement additional finance and accounting systems, procedures and controls to satisfy reporting requirements. While we have been able to complete an unqualified assessment as to the adequacy of our internal control over financial reporting for our fiscal year ending June 30, 2008, there is no assurance that future assessments of the adequacy of our internal control over financial reporting will be

unqualified. If we are unable to obtain future unqualified reports as to the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our internal control over financial reporting, which could adversely affect our stock price.

Our corporate compliance program cannot guarantee that we are in compliance with all potentially applicable regulations.

The development, manufacturing, pricing, sales, coverage and reimbursement of our products, together with our general operations, are subject to extensive regulation by federal, state and other authorities within the United States and numerous entities outside of the United States. While we have developed and instituted a corporate compliance program based on what we believe are the current best practices, we cannot provide any assurance that governmental authorities will find that our business practices comply with current or future administrative or judicial interpretations of potentially applicable laws and regulations. If we fail to comply with any of these laws and regulations, we could be subject to a range of regulatory actions, including suspension or termination of clinical trials, the failure to approve a product candidate, restrictions on our products or manufacturing processes, withdrawal of products from the market, significant fines, or other sanctions or litigation.

Our facility in California is located near an earthquake fault, and an earthquake or other types of natural disasters or resource shortages could disrupt our operations and adversely affect results.

Important documents and records, such as hard copies of our laboratory books and records for our drug candidates and compounds, are located in our corporate headquarters at a single location in Sunnyvale, California, which is near active earthquake zones. We do not have a formal business continuity or disaster recovery plan, and could therefore experience a significant business interruption in the event of a natural disaster, such as an earthquake, drought or flood, or localized extended outages of critical utilities or transportation systems. In addition, California from time to time has experienced shortages of water, electric power and natural gas. Future shortages and conservation measures could disrupt our operations and cause expense, thus adversely affecting our business and financial results.

Anti-takeover provisions in our charter documents and Delaware law could prevent or delay a change in control.

Our certificate of incorporation and bylaws may discourage, delay or prevent a merger or acquisition that a stockholder may consider favorable. In addition, provisions of the Delaware General Corporation Law also restrict certain business combinations with interested stockholders. These provisions are intended to encourage potential acquirers to negotiate with us and allow our board of directors the opportunity to consider alternative proposals in the interest of maximizing stockholder value. However, these prohibitions may also discourage acquisition proposals or delay or prevent a change in control, which could harm our stock price.

Risks Related to Our Industry

We face rapid technological change and intense competition.

The pharmaceutical industry is subject to rapid and substantial technological change. Therapies designed by other companies to treat the conditions that are the focus of our products are currently in clinical trials. Developments by others may render our products under development or technologies noncompetitive or obsolete, or we may be unable to keep pace with technological developments or other market factors. Technological competition in the industry from pharmaceutical and biotechnology companies, universities, governmental entities and others diversifying into the field is intense and is expected to increase. Many of these entities have significantly greater research and development capabilities than we do, as well as substantially more marketing, sales, manufacturing, financial and managerial resources. These entities represent significant competition for us. Acquisitions of, or investments in, competing pharmaceutical or biotechnology companies by large corporations could increase such competitors' financial, marketing, manufacturing and other resources. In addition, we may experience competition from companies that have acquired or may acquire technology

from universities and other research institutions. As these companies develop their technologies, they may develop proprietary positions that compete with our products.

We are engaged in the development of novel therapeutic technologies. As a result, our resources are limited and we may experience technical challenges inherent in such novel technologies.

Competitors have developed or are in the process of developing technologies that are, or in the future may be, the basis for competitive products. Some of these products may have an entirely different approach or means of accomplishing similar therapeutic effects than our products. Our competitors may develop products that are safer, more effective or less costly than our products and, therefore, present a serious competitive threat to our product offerings. Our competitors may price their products below ours, may receive better coverage and/or reimbursement or may have products that are more cost effective than ours.

The widespread acceptance of therapies that are alternatives to ours may limit market acceptance of our products even if commercialized. The diseases for which we are developing our therapeutic products can also be treated, in the case of cancer, by surgery, radiation, biologics and chemotherapy. These treatments are widely accepted in the medical community and have a long history of use. The established use of these competitive products may limit the potential for our products to receive widespread acceptance if commercialized.

The price of our common stock may be volatile.

The market prices for securities of biotechnology companies, including ours, have historically been highly volatile. Our stock, like that of many other companies, has from time to time experienced significant price and volume fluctuations sometimes unrelated to operating performance. For example, during the period beginning July 1, 2005 and ending August 31, 2008, the sales price for one share of our common stock reached a high of $9.64 per share and a low of $0.55 per share. The market price of our common stock may fluctuate significantly due to a variety of factors, including:

- the progress and results of our preclinical testing, clinical trials, product development and partnering activities;
- quarterly fluctuations in our financial results;
- the development of technological innovations or new therapeutic products by us, our competitors or others;
- changes in governmental regulation;
- developments in patent or other proprietary rights by us, our competitors or others;
- developments and/or announcements by us, our competitors or others;
- litigation;
- public concern as to the safety of products developed by us, our competitors or others;
- departure of key personnel;
- ability to manufacture our products to commercial standards;
- changes in the structure of healthcare payment systems and the coverage and reimbursement policies of governmental and other third-party payors;
- our ability to successfully commercialize our products if they are approved;

- comments by securities analysts; and
- general market conditions in our industry.

In addition, if any of the risks described in this section entitled "Risk Factors" actually occur, there could be a dramatic and material adverse impact on the market price of our common stock.

If our products are not accepted by the market or if users of our products are unable to obtain adequate coverage of and reimbursement for our products from government and other third-party payors, our revenues and profitability will suffer.

Our ability to commercialize our products successfully will depend in significant part on the extent to which appropriate coverage of and reimbursement for our products and related treatments are obtained from governmental authorities, private health insurers and other organizations, such as HMOs. Third-party payors are increasingly challenging the prices charged for medical products and services. We cannot provide any assurances that third-party payors will consider our products cost-effective or provide coverage of and reimbursement for our products, in whole or in part.

Uncertainty exists as to the coverage and reimbursement status of newly approved medical products and services and newly approved indications for existing products. Third-party payors may conclude that our products are less safe, less clinically effective, or less cost-effective than existing products, and third-party payors may not approve our products for coverage and reimbursement. If we are unable to obtain adequate coverage of and reimbursement for our products from third-party payors, physicians may limit how much or under what circumstances they will prescribe or administer them. Such reduction or limitation in use of our products could cause our sales to suffer. Even if third-party payors make reimbursement available, payment levels may not be sufficient to make the sale of our products profitable.

Also, the trend towards managed health care in the United States and the concurrent growth of organizations such as HMOs, which could control or significantly influence the purchase of medical services and products, may result in inadequate coverage of and reimbursement for our products. Many third-party payors, including in particular HMOs, are pursuing various ways to reduce pharmaceutical costs, including, for instance, the use of formularies. The market for our products depends on access to such formularies, which are lists of medications for which third-party payors provide reimbursement. These formularies are increasingly restricted, and pharmaceutical companies face significant competition in their efforts to place their products on formularies of HMOs and other third-party payors. This increased competition has led to a downward pricing pressure in the industry. The cost containment measures that third-party payors are instituting could have a material adverse effect on our ability to operate profitably.

Current health care laws and regulations and future legislative or regulatory changes to the healthcare system may affect our ability to sell our products profitably

In the United States, there have been a number of legislative and regulatory proposals to change the healthcare system in ways that could affect our future revenues and profitability, and the future revenues and profitability of our potential customers, suppliers and collaborative partners, and the availability of capital. Federal and state lawmakers regularly propose and, at times, enact legislation that would result in significant changes to the healthcare system and, in particular, that are intended to contain or reduce the costs of medical products and services. For example, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, or MMA, could significantly influence the manner in which pharmaceutical products are prescribed and purchased and will impact reimbursement for our products, which could result in a reduction in demand for our products. The MMA established a new reimbursement methodology for certain drugs furnished in hospital outpatient departments and physicians' offices which is based on the average sales price, or ASP, of the product. Application of the ASP reimbursement methodology has resulted in a decrease in the reimbursement levels for certain oncology drugs furnished in hospital outpatient departments and physicians' offices. As implemented in a recent rule establishing an MMA-mandated competitive bidding program, or CAP, physicians

who administer drugs in their offices are offered an option to acquire injectable and infused drugs currently covered under the Medicare Part B benefit from vendors who are selected in a competitive bidding process. Winning vendors are selected based on criteria that include their bid price. These new reimbursement measures, effective beginning July 1, 2006, could negatively impact our ability to sell our products. The MMA also established a new Part D prescription drug benefit, which became effective January 1, 2006. Under the prescription drug benefit, Medicare beneficiaries are able to obtain prescription drug coverage from private sector providers. These private sector providers are permitted to limit the number of prescription drugs that are covered in each therapeutic category and class on their formularies. We cannot predict whether our products will be placed on the formularies of the private sector providers participating in the Part D program in the future, and if our products are not placed on such formularies, this could negatively impact our ability to sell our products. It remains difficult to predict the full impact that the prescription drug program, and the MMA generally, will have on us and our industry. The expanded access to prescription medications afforded by Medicare coverage of prescription drugs may increase the volume of pharmaceutical sales. However, this potential sales volume increase may be offset by increased downward pricing pressures resulting from the enhanced purchasing power of private sector providers who will negotiate drug pricing on behalf of Medicare beneficiaries under Part D.

There also have been and likely will continue to be legislative and regulatory proposals at the state and federal levels that could bring about significant changes to the Medicaid drug rebate program and other federal pharmaceutical pricing programs in which we plan to participate for our products. Given these and other recent federal and state government initiatives directed at lowering the total cost of health care, federal and state lawmakers will likely continue to focus on health care reform, the cost of prescription pharmaceuticals and on the reform of the Medicare and Medicaid programs. We cannot predict the impact on our business of any legislation or regulations that may be adopted in the future. Any cost containment measures and other healthcare system reforms that are adopted could have a material adverse effect on our ability to operate profitably.

We may need to change our business practices to comply with health care fraud and abuse regulations, and our failure to comply with such laws could adversely affect our business, financial condition and results of operations.

Our operations will be directly, or indirectly through our customers, subject to various state and federal fraud and abuse laws, including, without limitation, the federal Anti-Kickback Statute and False Claims Act. These laws may impact, among other things, our proposed sales, marketing and education programs.

The federal Anti-Kickback Statute prohibits persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual, or the furnishing or arranging for a good or service, for which payment may be made under a federal healthcare program such as the Medicare and Medicaid programs. Several courts have interpreted the statute's intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered business, the statute has been violated. The Anti-Kickback Statute is broad and prohibits many arrangements and practices that are lawful in businesses outside of the healthcare industry. Recognizing that the Anti-Kickback Statute is broad and may technically prohibit many innocuous or beneficial arrangements, Congress authorized the Department of Health and Human Services, Office of Inspector General ("OIG") to issue a series of regulations, known as the "safe harbors." These safe harbors set forth provisions that, if all their applicable requirements are met, will assure healthcare providers and other parties that they will not be prosecuted under the Anti-Kickback Statute. The failure of a transaction or arrangement to fit precisely within one or more safe harbors does not necessarily mean that it is illegal or that prosecution will be pursued. However, conduct and business arrangements that do not fully satisfy each applicable safe harbor may result in increased scrutiny by government enforcement authorities such as the OIG. Penalties for violations of the federal Anti-Kickback Statute include criminal penalties and civil sanctions such as fines, imprisonment and possible exclusion from Medicare, Medicaid and other federal healthcare programs. Many states have also adopted laws similar to the federal Anti-Kickback Statute, some of which apply to the referral of patients for healthcare items or services reimbursed by any source, not only the Medicare and Medicaid programs.

The federal False Claims Act prohibits persons from knowingly filing or causing to be filed a false claim to, or the knowing use of false statements to obtain payment from, the federal government. Suits filed under the False Claims Act, known as "qui tam" actions, can be brought by any individual on behalf of the government and such individuals, sometimes known as "relators" or, more commonly, as "whistleblowers", may share in any amounts paid by the entity to the government in fines or settlement. The frequency of filing of qui tam actions has increased significantly in recent years, causing greater numbers of healthcare companies to have to defend a False Claim action. When an entity is determined to have violated the federal False Claims Act, it may be required to pay up to three times the actual damages sustained by the government, plus civil penalties of between $5,500 to $11,000 for each separate false claim. Various states have also enacted laws modeled after the federal False Claims Act.

In addition to the laws described above, the Health Insurance Portability and Accountability Act of 1996 created two new federal crimes: healthcare fraud and false statements relating to healthcare matters. The healthcare fraud statute prohibits knowingly and willfully executing a scheme to defraud any healthcare benefit program, including private payors. A violation of this statute is a felony and may result in fines, imprisonment or exclusion from government sponsored programs. The false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. A violation of this statute is a felony and may result in fines or imprisonment.

If our operations are found to be in violation of any of the laws described above and other applicable state and federal fraud and abuse laws, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion from government healthcare programs, and the curtailment or restructuring of our operations

Our business exposes us to product liability claims.

The testing, manufacture, marketing and sale of our products involve an inherent risk that product liability claims will be asserted against us. We face the risk that the use of our products in human clinical trials will result in adverse effects. If we complete clinical testing for our products and receive regulatory approval to market our products, we will mark our products with warnings that identify the known potential adverse effects and the patients who should not receive our product. We cannot ensure that physicians and patients will comply with these warnings. In addition, unexpected adverse effects may occur even with use of our products that receive approval for commercial sale. Although we are insured against such risks in connection with clinical trials, our present product liability insurance may be inadequate. A successful product liability claim in excess of our insurance coverage could have a material adverse effect on our business, financial condition and results of operations. Any successful product liability claim may prevent us from obtaining adequate product liability insurance in the future on commercially desirable or reasonable terms. In addition, product liability coverage may cease to be available in sufficient amounts or at an acceptable cost. An inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit the commercialization of our pharmaceutical products. A product liability claim or recall would have a material adverse effect on our reputation, business, financial condition and results of operations.

Our business involves environmental risks.

In connection with our research and development activities and our manufacture of materials and products, we are subject to federal, state and local laws, rules, regulations and policies governing the use, generation, manufacture, storage, air emission, effluent discharge, handling and disposal of certain materials, biological specimens and wastes. Although we believe that we have complied with the applicable laws, regulations and policies in all material respects and have not been required to correct any material noncompliance, we may be required to incur significant costs to comply with environmental and health and safety regulations in the future. Our research and development involves the controlled use of hazardous materials, including but not limited to certain hazardous chemicals and radioactive materials. Although we believe that our safety procedures for handling and disposing of such materials comply with the standards prescribed by state and federal regulations, we cannot completely eliminate the risk of contamination or injury from these materials. In the event of such an occurrence, we could be held liable for any damages that result and any such liability could exceed our resources.

Item 1B. ***Unresolved Staff Comments***

None.

Executive Officers and Directors

Executive officers and directors of the company, and their ages as of August 31, 2008, are as follows:

Name	Age	Position
Richard A. Miller, M.D.	57	President, Chief Executive Officer and Director
Leiv Lea	54	Vice President, Finance and Administration and Chief Financial Officer and Secretary
Joseph J. Buggy	42	Vice President, Research
David Loury, Ph.D.	52	Vice President, Preclinical Studies
James N. Lowder	58	Vice President, Clinical Development
Robert W. Duggan	64	Director
Miles R. Gilburne(2)(3)	57	Director
James L. Knighton(2)(3)	54	Director
Richard M. Levy, Ph.D.(1)(3)	70	Director
Christine A. White, M.D.(1)(2)(3)	56	Director

(1) Member of Compensation Committee.
(2) Member of Audit Committee.
(3) Member of Nominating and Corporate Governance Committee.

Dr. Miller has served as President, Chief Executive Officer and a Director since he co-founded the company in April 1991. Dr. Miller was a co-founder of IDEC Pharmaceuticals Corporation and from 1984 to February 1992 served as Vice President and a Director. Dr. Miller also is a Clinical Professor of Medicine (Oncology) at Stanford University Medical Center. Dr. Miller received his M.D. from the State University of New York Medical School and is board certified in both Internal Medicine and Medical Oncology.

Mr. Lea has served as Vice President, Finance and Administration and Chief Financial Officer since December 1998 and Secretary since June 2003. Prior to that, Mr. Lea served as Vice President, Finance and Administration from December 1997 to December 1998. From September 1996 through November 1997, he served as a financial consultant for high technology companies and was Acting Chief Financial Officer for Global Village Communications, Inc. From 1987 through June 1996 he served as Vice President and Chief Financial Officer of Margaux, Inc., a public company that manufactured refrigeration equipment. Mr. Lea received a B.S. degree in Agricultural Economics from the University of California, Davis and an M.B.A. from the University of California, Los Angeles.

Dr. Buggy has served as Vice President, Research since September 2007. From May 2006 to August 2007, Dr. Buggy served as Senior Director, Cancer Biology. From November 2001 to April 2006, he served as Director, Department of Biology at Celera Genomics, a biotechnology company. From June 1996 to October 2001, he was a staff scientist at AXYS Pharmaceuticals, Inc., a biotechnology company. Prior to that Dr. Buggy worked as a scientist at Bayer Corporation in West Haven, CT. Dr. Buggy received a Ph.D. in Molecular, Cellular, and Developmental Biology from Indiana University and a B.S. degree in Microbiology from the University of Pittsburgh.

Dr. Loury has served as Vice President, Preclinical Studies since May 2006. From April 2003 to May 2006, Dr. Loury served as Senior Director, Toxicology with Celera Genomics, a biotechnology company. From June 2001 to April 2003, he was employed by Essential Therapeutics, Inc., a pharmaceutical company, as Director, Pharmacology and Toxicology. From 1996 to 2001, Dr. Loury was employed by IntraBiotics

Pharmaceuticals, Inc., most recently as Senior Director, Preclinical Development. From 1986 to 1996 he worked in a variety of toxicology positions with Syntex/Roche Bioscience. Dr. Loury received a Ph.D. in Pharmacology and Toxicology and a B.S. in Bio-Environmental Toxicology from the University of California, Davis.

Dr. Lowder has served as Vice President, Clinical Development since July 2008. From November, 2006 to June, 2008, Dr. Lowder served as Senior Director, Clinical Development with Dynavax Technologies Corporation, a biotechnology company. From January 2003 to October, 2006, he was employed by PDL BioPharma, Inc., a biotechnology company as Senior Medical Director, Clinical Development. From 1998 to 2002, he worked for Chimeric Therapies, Inc. a privately held biotechnology company as Vice President, Medical Affairs. From 1988 to 1998, Dr. Lowder was employed by Becton, Dickinson and Company, a medical technology company, most recently as Worldwide Medical Director, Immunocytometry Systems. From 1986 to 1988, Dr. Lowder was on the staff of the Cleveland Clinic with joint appointments in the departments of Hematology/Oncology and Immunology and Cancer Research. Dr. Lowder received an M.D. and a B.S. in Dentistry from Case Western Reserve University. He did Internal Medicine residency and Hematology fellowship training at Case Western Reserve Univerity Hospitals and a Medical Oncology Fellowship at Stanford. He is board certified in Internal Medicine and Medical Oncology.

Mr. Duggan has been a member of our Board of Directors since September 2007. Mr. Duggan served as Chairman of the Board of Directors of Computer Motion, Inc., a computerized surgical systems company, from 1990 to 2003 and Chief Executive Officer from 1997. Computer Motion was acquired by Intuitive Surgical, Inc. in 2003. Mr. Duggan is the Founder of the investment firm Robert W. Duggan & Associates. Mr. Duggan has been a private venture investor for more than 30 years and has participated as a director of, investor in and advisor to numerous small and large businesses in the medical equipment, computer local and wide area network, PC hardware and software distribution, digital encryption, consumer retail goods and outdoor media communication industries. Mr. Duggan has also assisted in corporate planning, capital formation and management for his various investments. He received the Congressman's Medal of Merit and in 2000 he was named a Knight of the Legion of Honor by President Jacques Chirac. Mr. Duggan is currently also a director of Intuitive Surgical, Inc. He is a member of the University of California at Santa Barbara Foundation Board of Trustees.

Mr. Gilburne was elected as a Director of the company in March 2000. Mr. Gilburne has been a managing member of ZG Ventures, a venture capital and investment company, since 2000. From February 1995 through December 1999, he was Senior Vice President, Corporate Development for America Online, Inc., an internet services company. He joined the board of directors of America Online in the fall of 1999 and subsequently served as a member of the board of directors of Time Warner Inc. until stepping down in May 2006. Prior to joining America On line, Mr. Gilburne was a founding partner of The Cole Gilburne Fund, an early stage venture capital fund focused on information and communications technology and a founding partner of technology and media law firms in both San Francisco and Los Angeles. Mr. Gilburne is currently a member of the board of directors of SRA International, Inc., a government services company and Maui Land & Pineapple, a real estate and agriculture company. Mr. Gilburne is also a founding investor and member of the board of several privately held companies, including Revolution Health Group, a company focused on various aspects of consumer driven healthcare and ePals, a global community of online learners. He is also a member of the board of the Foundation of NIH. Mr. Gilburne received an A.B. degree from Princeton University and a J.D. from Harvard Law School.

Mr. Knighton was elected as a Director of the company in August 2006. Mr. Knighton has served as President and co-founder of AvidBiotics Corporation, a private biotechnology company since April 2005. Mr. Knighton served as President/Chief Operating Officer and Chief Financial Officer of Caliper Life Sciences, Inc. from July 2003 to March 2004. Mr. Knighton originally joined Caliper in September 1999 as Vice President and Chief Financial Officer, was promoted to Executive Vice President in April 2001 and to President and Chief Financial Officer in July 2002. From October 1998 to September 1999, Mr. Knighton served as Senior Vice President and Chief Financial Officer of SUGEN, Inc., a biotechnology company acquired by Pharmacia. From July 1997 to October 1998, Mr. Knighton served as Vice President of Investor Relations and Corporate Communications at Chiron Corporation, a biotechnology company. Mr. Knighton

holds a B.S. in Biology from the University of Notre Dame, an M.S. in Genetics from the University of Pennsylvania and a M.B.A. from the Wharton School at the University of Pennsylvania.

Dr. Levy was elected as a Director of the company in June 2000. Dr. Levy retired in February 2006 from his position as President and Chief Executive Officer of Varian Medical Systems, Inc., a medical equipment company. Dr. Levy remains Chairman of the Board of Directors of Varian Medical Systems, a position he has held since February 2003. He served as President and Chief Executive Officer and a director of Varian Medical Systems, Inc., since April 1999, and as Executive Vice President of Varian Associates, Inc., the predecessor company from which Varian Medical Systems, Inc. was spun out, since 1992. Dr. Levy also serves on the Board of Directors of Sutter Health, a not-for-profit multi-provider integrated health care delivery system. Dr. Levy holds a B.A. degree from Dartmouth College and a Ph.D. in nuclear chemistry from the University of California at Berkeley.

Dr. White was elected as a Director of the company in August 2006. Dr. White retired in June 2005 from her position as Senior Vice President, Global Medical Affairs of Biogen Idec Inc., a biopharmaceutical company, a position held since the merger of Biogen, Inc. and IDEC Pharmaceuticals Corporation in November 2003. She joined IDEC Pharmaceuticals in June 1996 and served as Senior Director, Oncology and Hematology Clinical Development until June 2000 when she was appointed Vice President, Oncology and Hematology Clinical Development. In May 2001, she was appointed Vice President, Medical Affairs. From 1994 to June 1996, Dr. White was Director, Clinical Oncology Research at the Sidney Kimmel Cancer Center in San Diego. From 1984 to 1994, Dr. White held various positions with Scripps Memorial Hospitals, San Diego County, most recently as Chair, Department of Medicine. Dr. White is also a director of Arena Pharmaceuticals, Inc., a biopharmaceutical company, Monogram Biosciences, Inc., a life sciences company, and Apoptos Inc., a private biopharmaceutical company and is a consultant to the Biotechnology Industry. Dr. White holds a B.A. degree in Biology and M.D. degree, both from the University of Chicago and is board certified in internal medicine and medical oncology

Item 2. ***Properties***

Our corporate offices are located in Sunnyvale, California, where, as of July 1, 2008, we lease approximately 32,000 square feet under a lease that expires in December 2011 and 15,000 square feet under a lease that expires in December 2009. Our facility includes administrative and research and development space. The lease is a non-cancelable operating lease. We believe that our existing facility is adequate to meet our current and foreseeable needs or that suitable additional space will be available as needed.

Item 3. ***Legal Proceedings***

None.

Item 4. ***Submission of Matters to a Vote of Security Holders***

None.

PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on the NASDAQ Stock Market under the symbol "PCYC." The following table sets forth, for the periods indicated, the high and low sales prices of our common stock.

	HIGH	LOW
FISCAL YEAR ENDED JUNE 30, 2008		
First Quarter	$ 2.79	$ 1.64
Second Quarter	2.47	1.29
Third Quarter	1.65	0.55
Fourth Quarter	1.97	0.65
FISCAL YEAR ENDED JUNE 30, 2007		
First Quarter	$ 5.36	$ 3.48
Second Quarter	6.29	4.65
Third Quarter	5.59	2.50
Fourth Quarter	3.99	2.60

As of August 31, 2008, there were 122 holders of record of our common stock. We have not paid cash dividends on our common stock since our inception and we do not anticipate paying any in the foreseeable future.

Sales and Repurchases of Securities

We did not sell unregistered securities during our fiscal year end June 30, 2008. We did not repurchase any of our equity securities during the fourth quarter of the year ended June 30, 2008.

Securities Authorized for Issuance Under Equity Compensation Plans

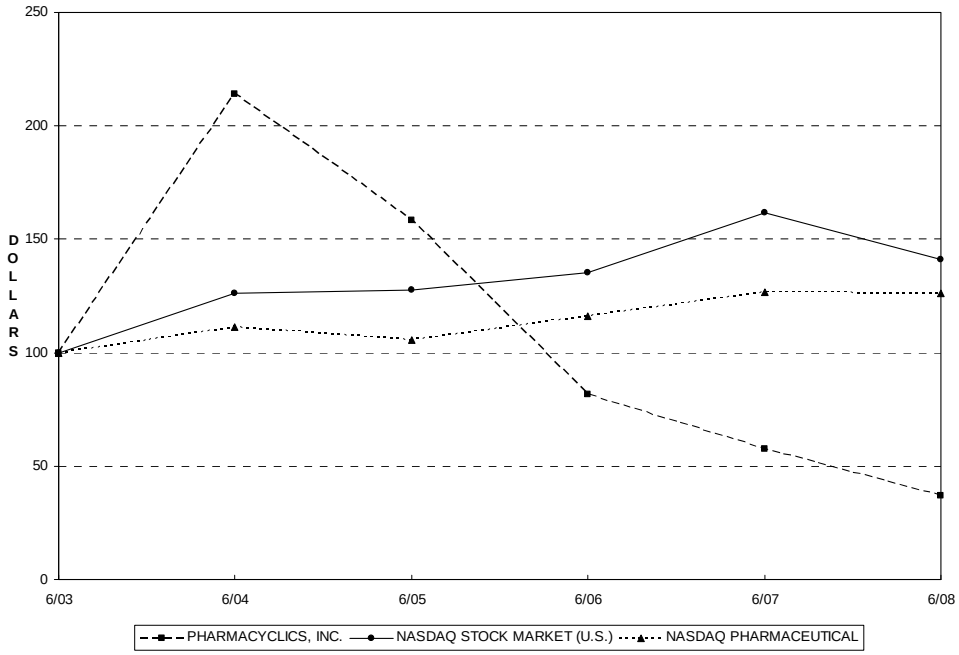
See Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” for information with respect to our compensation plans under which equity securities are authorized for issuance.

Stock Performance Graph(1)

The graph depicted below shows the company’s Common Stock price as an index assuming $100 invested on June 30, 2003 at the then current market price of $4.74 per share, along with the composite prices of companies listed in the Nasdaq Total U.S. Stock Market Index and Nasdaq Pharmaceutical Index (in each case, assuming reinvestment of dividends).

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN(2)

AMONG PHARMACYCLICS, INC., THE NASDAQ STOCK MARKET (U.S.) INDEX
AND THE NASDAQ PHARMACEUTICAL INDEX



(1) This section is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any of our filings under the Securities Act or the Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

(2) Shows the cumulative return on investment assuming an investment of $100 in our common stock, the Nasdaq-US and Nasdaq-Pharmaceuticals indices on June 30, 2003.

	Cumulative Total Return					
	6/03	6/04	6/05	6/06	6/07	6/08
PHARMACYCLICS	100	214	158	81	57	37
NASDAQ STOCK MARKET (US)	100	126	127	135	162	141
NASDAQ PHARMACEUTICAL	100	111	106	116	127	126

Item 6. ***Selected Financial Data***

The data set forth below should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and related notes included elsewhere herein.

	Year Ended June 30,					Period from Inception (April 19, 1991) through June 30,
	2008	2007	2006	2005	2004	2008
			--			
STATEMENT OF OPERATIONS DATA:						
Revenues:						
License and milestone revenues	$ --	$ --	$ --	$ --	$ --	$ 7,855
Grant and contract revenues	--	126	181	--	--	6,154
Total revenues	--	126	181	--	--	14,009
Operating expenses:						
Research and development	18,180	21,115	25,737	24,964	24,447	311,922
General and administrative	7,332	7,403	11,919	7,905	5,843	76,141
Purchased in-process research and development	--	--	6,647	--	--	6,647
Total operating expenses	25,512	28,518	44,303	32,869	30,290	394,710
Loss from operations	(25,512)	(28,392)	(44,122)	(32,869)	(30,290)	(380,701)
Interest income	1,206	2,175	1,964	1,821	1,132	42,806
Interest expense and other income (expense), net	8	--	--	--	(7)	(1,556)
Net loss	$ (24,298)	$ (26,217)	$ (42,158)	$ (31,048)	$ (29,165)	$ (339,451)
Basic and diluted net loss per share(1)	$ (0.93)	$ (1.08)	$ (2.12)	$ (1.57)	$ (1.71)	
Shares used to compute basic and diluted net loss per share	25,989	24,175	19,889	19,720	17,064	

	June 30,				
	2008	2007	2006	2005	2004
			(in thousands)		
BALANCE SHEET DATA:					
Cash, cash equivalents and marketable securities	$ 16,755	$ 38,762	$ 40,477	$ 71,899	$ 101,418
Total assets	18,367	41,095	42,729	74,564	104,667
Deficit accumulated during development stage	(339,451)	(315,153)	(288,936)	(246,778)	(215,730)
Total stockholders' equity	16,445	38,401	39,320	69,994	100,288

(1) See Note 1 to the financial statements for a description of the computation of basic and diluted net loss per share.

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

In addition to historical information, this report contains predictions, estimates, assumptions and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results could differ materially from any future performance suggested in this report as a result of the risks, uncertainties and other factors described herein and elsewhere in this report, including those discussed in "Risk Factors."

Overview

Pharmacyclics is a pharmaceutical company leveraging our expertise in small-molecule chemistry and drug development to develop therapeutic products in oncology and immune mediated diseases based on novel targets, pathways, and mechanisms. Our pharmaceutical agents are synthetic small molecules designed to target key biochemical pathways in diseased cells. Our late stage product candidate, motexafin gadolinium (MGd, formerly Xcytrin®) has completed Phase 3 trials in patients with brain metastases from non-small-cell lung cancer (NSCLC) and is now in two Phase 2 trials being conducted by the National Cancer Institute in patients with primary brain tumors. We have three other drug candidates with product development programs in late stage pre-clinical development, Phase 1 and Phase 2 trials.

To date, substantially all of our resources have been dedicated to the research and development of our products, and we have not generated any commercial revenues from the sale of our products. We do not expect to generate any product revenues until we receive the necessary regulatory and marketing approvals and launch one of our products, if at all.

We have incurred significant operating losses since our inception in 1991, and as of June 30, 2008, had an accumulated deficit of approximately $339.5 million. The process of developing and commercializing our products requires significant research and development, preclinical testing and clinical trials, manufacturing arrangements as well as regulatory and marketing approvals. These activities, together with our general and administrative expenses, are expected to result in significant operating losses until the commercialization of our products generates sufficient revenues to cover our expenses. We expect that losses will fluctuate from quarter to quarter and that such fluctuations may be substantial. Our achieving profitability depends upon our ability, alone or with others, to successfully complete the development of our products under development, obtain required regulatory approvals and successfully manufacture and market our products.

MGd, is an anti-cancer agent with a novel mechanism of action. MGd is designed to accumulate selectively in cancer cells. Once inside cancer cells, MGd induces apoptosis (programmed cell death) by inhibiting thioredoxin reductase and disrupting redox-dependent pathways. We believe MGd has the potential to be used for treating many types of cancer either as a stand-alone agent or in combination with other treatments such as chemotherapy, targeted therapy or radiation therapy. MGd is also detectable by magnetic resonance imaging (MRI) and may allow for more precise tumor detection.

In the previously conducted pivotal SMART trial, (Study of Neurologic Progression with Motexafin Gadolinium and Radiation Therapy), investigators found that patients given MGd in addition to whole brain radiation therapy (WBRT) had a median time to neurologic progession of 15.4 months, compared to 10.0 months for patients who received only WBRT (p=0.12, hazard ratio=0.78), a trend in favor of MGd. In North American patients (N=348), where WBRT was delivered more promptly, the median time to neurologic progression was increased from 8.8 months for patients treated with WBRT alone compared to 24.2 months for patients receiving WBRT plus MGd (P=0.004, hazard ratio=0.53). We subsequently concluded that prompt delivery of radiation therapy, as typically given in the U.S., is an important factor in treatment effect. In December 2006, we submitted a New Drug Application (NDA) to the Food and Drug Administration (FDA) for the use of MGd in combination with radiation therapy for the treatment of patients with brain metastases from NSCLC. In December 2007, we announced that the FDA determined that our NDA was non-approvable which will require us, among other things, to conduct additional clinical studies and submit that data before the FDA will approve MGd for marketing. We have also completed a Phase 2 clinical trial of MGd plus stereotactic radiosurgery for the treatment of brain metastases. The results, presented at the 2007 Annual

Meeting of the American Society of Clinical Oncology indicated that MGd may improve the efficacy of stereotactic radiosurgery by providing more accurate magnetic resonance imagining (MRI) treatment-planning and better defining the treatment field in patients with brain metastases from solid tumors. MGd allowed physicians to identify occult brain metastases in 24% of patients that were missed with standard MRI contrast agents and were amenable to stereotactic radiosurgery.

Based on the results of these two trials, we are planning to conduct another Phase 3 pivotal trial for the use of MGd in combination with WBRT and stereotactic radiation therapy for the treatment of patients with brain metastases from NSCLC. Currently, MGd is under evaluation in multicenter studies sponsored by the NCI, a Phase 2 trial in adults with newly diagnosed glioblastoma and a Phase 2 trial in children with brain stem gliomas. The FDA has also designated MGd as an orphan drug for the treatment of brain metastases arising from solid tumors.

PCI-24781 is a histone deacetylase (HDAC) inhibitor that is now in a Phase 1 trial in patients with advanced relapsed solid tumors and a Phase 2 trial in patients with recurrent lymphomas. PCI-24781 targets histone deacetylase (HDAC) enzymes and inhibits their function. HDAC enzymes are required for control of gene expression and inhibition of these enzymes leads to tumor cell cytotoxicity. To date, clinical trials have demonstrated that PCI-24781 is well-absorbed following oral administration and causes inhibition of the target enzyme. Published laboratory studies done in collaboration with scientists at Stanford University have identified a novel biomarker that may optimize clinical testing by improving patient selection. We are also developing a first-in-class HDAC-8 selective inhibitor which is in preclinical development for the potential treatment of cancer and autoimmune diseases.

PCI-32765 is an oral small molecule tyrosine kinase inhibitor that inhibits an enzyme, known as Btk, which is required for early B-cells to divide and mature into fully functioning cells. When B-cells are overactive, the immune system produces inflammatory cells and antibodies that begin to attack the body's own tissue, leading to autoimmune diseases such as rheumatoid arthritis, lupus and multiple sclerosis. Also, B-cell lymphomas and leukemias result from mutations acquired during normal B-cell development leading to uncontrolled proliferation and B cell malignancies. Studies have shown that PCI-32765 may inhibit the proliferation of B-cell lymphoma and leukemia cells and in published studies, it has demonstrated a dose dependent ability to inhibit disease development in rheumatoid arthritis animal models. In animal models of rheumatoid arthritis, oral administration of PCI-32765 leads to regression of established disease. We plan to file an IND application with the FDA for PCI-32765. The initial Phase 1 trial will be conducted in patients with recurrent B-cell lymphoma who will receive the drug orally in a dose escalation design. We have developed a proprietary molecular probe that we will use as a biomarker to optimize our treatment regimen in our Phase 1 trial. The Phase 1 trial is designed to assess safety, pharmacokinetics and efficacy.

PCI-27483 is a small molecule inhibitor of Factor VIIa. This drug selectively inhibits Factor VIIa when it is complexed with a protein called tissue factor (TF). In cancer, the Factor VIIa:TF complex is found in abundance in pancreatic, gastric, colon and other tumors, and triggers a host of physiologic processes that facilitate tumor angiogenesis, growth and invasion. The Factor VIIa:TF complex is thought to be the cause of the increased propensity to develop thromboses seen in cancer patients. Laboratory studies and animal models indicate that inhibitors of Factor VIIa may block tumor growth and metastases. We filed an Investigational New Drug (IND) application for PCI-27483 with the FDA in July 2008. We plan to conduct a Phase 1 trial in normal volunteers, designed to assess safety and activity against the target protein. We believe that PCI-27483 may be useful for treating the thrombotic complications of cancer and also as an anti-cancer agent.

We are subject to risks common to pharmaceutical companies developing products, including risks inherent in our research, development and commercialization efforts, preclinical testing, clinical trials, uncertainty of regulatory and marketing approvals, uncertainty of market acceptance of our products, history of and expectation of future operating losses, reliance on collaborative partners, enforcement of patent and proprietary rights, and the need for future capital. In order for a product to be commercialized, we must conduct preclinical tests and clinical trials, demonstrate efficacy and safety of our product candidates to the satisfaction of regulatory authorities, obtain marketing approval, enter into manufacturing, distribution and marketing arrangements, build a U.S. commercial oncology franchise, obtain market acceptance and, in many

cases, obtain adequate coverage of and reimbursement for our products from government and private insurers. We cannot provide assurance that we will generate revenues or achieve and sustain profitability in the future.

Critical Accounting Policies, Estimates and Judgments

This discussion and analysis of financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. On an on-going basis, we evaluate our estimates, including those related to revenue recognition and clinical trial accruals. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results, however, may differ significantly from these estimates under different assumptions or conditions and may adversely affect the financial statements.

We believe the following critical accounting policies reflect the more significant judgments and estimates used in the preparation of our financial statements and accompanying notes.

Revenue Recognition

Revenues are recognized when persuasive evidence of an arrangement exists, title has transferred or services have been rendered, the price is fixed and determinable and collectibility is reasonable assured. License revenue is typically recognized over the term of the arrangement and milestone revenue is recognized when earned as evidenced by achievement of the specified milestone and the absence of any on-going obligation. License, milestone, contract and grant revenues are not subject to repayment. Any amounts received in advance of performance are recorded as deferred revenues.

Cash Equivalents and Marketable Securities

We maintain investment portfolio holdings of various issuers, types and maturities. We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. At June 30, 2008, all other investment securities are classified as available-for-sale and consequently are recorded on the balance sheet at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income (loss) within stockholders' equity (deficit). Management assesses whether declines in the fair value of investment securities are other than temporary. If the decline in fair value is judged to be other than temporary, the cost basis of the individual security is written down to fair value and the amount of the write down is included in the statement of operations. In determining whether a decline is other than temporary, management considers the following factors:

- Length of the time and the extent to which the market value has been less than cost;
- The financial condition and near-term prospects of the issuer; and
- Our intent and ability to retain our investment in the issuer for a period of time sufficient to allow for any anticipated recovery in market value.

To date we have had no declines in fair value that have been identified as other than temporary.

Research and Development Expenses and Accruals

Research and development expenses include personnel and facility-related expenses, outside contracted services including clinical trial costs, manufacturing and process development costs, research costs and other consulting services. Research and development costs are expensed as incurred. In instances where we enter into agreements with third parties for clinical trials, manufacturing and process development, research and other consulting activities, costs are expensed upon the earlier of when non-refundable amounts are due or as

services are performed. Amounts due under such arrangements may be either fixed fee or fee for service, and may include upfront payments, monthly payments, and payments upon the completion of milestones or receipt of deliverables.

Our cost accruals for clinical trials are based on estimates of the services received and efforts expended pursuant to contracts with a number of clinical trial centers and clinical research organizations. In the normal course of business we contract with third parties to perform various clinical trial activities in the on-going development of potential products. The financial terms of these agreements are subject to negotiation and vary from contract to contract and may result in uneven payment flows. Payments under the contracts depend on factors such as the achievement of certain events, the successful enrollment of patients, the completion of portions of the clinical trial or similar conditions. The objective of our accrual policy is to match the recording of expenses in our financial statements to the actual services received and efforts expended. As such, expense accruals related to clinical trials are recognized based on our estimate of the degree of completion of the event or events specified in the specific clinical study or trial contract.

Share-based Compensation

We adopted SFAS 123R, *Share-Based Payments*, effective beginning July 1, 2005 using the modified prospective application transition method. The modified prospective application transition method requires that companies recognize compensation expense on new share-based payment awards and existing share-based payment awards that are modified, repurchased, or cancelled after the effective date. Additionally, compensation cost of the portion of awards of which the requisite service had not been rendered that were outstanding as of July 1, 2005 has been expensed as the requisite service was rendered.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes valuation model. Expected volatility is based on historical volatility data of the company's stock. The expected term of stock options granted is based on historical data and represents the period of time that stock options are expected to be outstanding. The expected term is calculated for and applied to one group of stock options as the company does not expect substantially different exercise or post-vesting termination behavior amongst its employee population. The risk-free interest rate is based on a zero-coupon United States Treasury bond whose maturity period equals the expected term of the company's options.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "*Fair Value Measurements*" ("SFAS 157"). This standard defines fair value, establishes the framework for measuring fair value in accounting principles generally accepted in the United States and expands disclosure about fair value measurements. This pronouncement applies under other accounting standards that require or permit fair value measurements. Accordingly, this statement does not require any new fair value measurement. This statement is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. However, on December 14, 2007, the FASB issued proposed FSP FAS 157-b which would delay the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This proposed FSP partially defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP. Effective for the year beginning July 1, 2008, we will adopt SFAS 157 except as it applies to those nonfinancial assets and nonfinancial liabilities as noted in proposed FSP FAS 157-b. The adoption of SFAS 157 is not expected to have a material impact on our financial position, operating results or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115*, which is effective for fiscal years beginning after November 15, 2007. This statement permits an entity to choose to measure many financial instruments and certain other items at fair value at specified election dates. Subsequent unrealized gains and losses on items for which the fair value option has been elected will be reported in earnings. We are currently evaluating the impact of this standard on our results of operations and our financial position.

In June 2007, the FASB ratified EITF Issue No. 07-3 ("EITF 07-3"), *Accounting for Nonrefundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities.* The scope of EITF 07-3 is limited to nonrefundable advance payments for goods and services to be used or rendered in future research and development activities pursuant to an executory contractual arrangement. This issue provides that nonrefundable advance payments for goods or services that will be used or rendered for future research and development activities should be deferred and capitalized. Such amounts should be recognized as an expense as the related goods are delivered or the related services are performed. EITF 07-3 is effective for fiscal years beginning after December 15, 2007. Earlier application is not permitted. Companies should report the effects of applying this issue prospectively for new contracts entered into on or after the effective date of this issue. We are currently evaluating the impact of this standard on our results of operations and our financial position.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. We do not expect the adoption of SFAS No. 162 to have a material effect on our financial position, operating results or cash flows.

Results of Operations

Revenues

The following table summarizes the period over period changes in our revenue over the last three fiscal years:

	2008	Change	2007	Change	2006
Grant and contract revenues	$ 0	-100%	$ 126,000	-30%	$ 181,000

Revenues in fiscal years 2007 and 2006 were the result of a federal grant awarded by the National Institutes of Health (NIH). Work under this grant was completed in fiscal year 2007.

Research and Development Expenses

The following table summarizes the period over period changes in our research and development (R&D) expenses over the last three fiscal years:

	2008	Change	2007	Change	2006
R & D expenses	$ 18,180,000	-14%	$ 21,115,000	-18%	$ 25,737,000

R&D expenses in fiscal 2008 decreased by $2,935,000 compared to fiscal 2007 primarily due to a decrease of $3,656,000 in personnel costs due to lower headcount, a decrease in share-based compensation of $821,000 and a reduction in consulting costs of $539,000 partially offset by increases of $2,146,000 in drug manufacturing costs and $710,000 in outside preclinical costs associated with our HDAC, Btk and Factor VIIa programs.

R&D expenses in fiscal 2007 decreased by $4,622,000 compared to fiscal 2006 primarily due to a decrease of $1,880,000 in outside clinical trial costs due to the completion of the SMART trial, a decrease of $1,150,000 in share-based compensation expense, a decrease of $1,035,000 in drug manufacturing costs and a decrease of $944,000 in personnel and consulting expenses due to lower average headcount and reduced use of consultants. These cost decreases were partially offset by an increase of $1,004,000 in preclinical study costs.

Research and development costs are identified as either directly attributed to one of our research and development programs or as an indirect cost, with only direct costs being tracked by specific program. Direct costs consist of personnel costs directly associated with a program, preclinical study costs, clinical trial costs, and related clinical drug and device development and manufacturing costs, drug formulation costs, contract services and other research expenditures. Indirect costs consist of personnel costs not directly associated with a program, overhead and facility costs and other support service expenses. Prior to 1999, we did not track our historical research and development costs by specific program and for this reason we cannot accurately estimate our total historical costs on a specific program basis. Direct costs by program and indirect costs are as follows:

				Related R&D Expenses Years ended June 30,		
Product	**Description**	**Phase of Development**	**Estimated Completion of Phase**	**2008**	**2007**	**2006**
MGd	Cancer	Phase 3	Unknown	$ 2,413,000	$ 7,680,000	$ 14,331,000
HDAC Inhibitors	Cancer	Phase 2	Unknown	3,429,000	2,547,000	235,000
Btk Inhibitors	Cancer	Pre-clinical	Fiscal 2009	3,402,000	1,150,000	19,000
Factor VIIa Inhibitor	Cancer	Pre-clinical	Fiscal 2009	2,349,000	919,000	3,000
OTHER				---	50,000	650,000
	Total direct costs			11,593,000	12,346,000	15,238,000
	Indirect costs			6,587,000	8,769,000	10,499,000
	Total research and development costs			$ 18,180,000	$ 21,115,000	$ 25,737,000

Research and development expenses decreased $2,935,000 or 14% for the year ended June 30, 2008 compared to the year ended June 30, 2007 and were primarily comprised of the following:

- MGd program costs decreased $5,267,000 or 69%, primarily due to a $4,249,000 decrease in personnel costs and a $682,000 decrease in outside clinical trials costs due to the completion of the SMART and other trials.

- HDAC program costs increased $882,000 or 35% primarily due to an increase in drug costs of $1,030,000, partially offset by a decrease in non-clinical study costs of $423,000.

- Btk program costs increased $2,252,000 or 196% primarily due to a $915,000 increase in pre-clinical study costs, a $569,000 increase in drug costs and a $466,000 increase in personnel costs.

- Factor VIIa program costs increased $1,430,000 or 156% primarily due to a $350,000 increase in personnel costs, a $540,000 increase in drug costs and a $261,000 increase in preclinical study costs.

- Indirect costs decreased $2,182,000 or 25% primarily due to a $1,025,000 decrease in personnel costs and an $821,000 decrease in share-based compensation costs.

Research and development expenses decreased $4,622,000, or 18%, for the year ended June 30, 2007 compared to the year ended June 30, 2006, and were primarily comprised of the following:

- MGd program costs decreased $6,651,000, or 46%, primarily due to:

    — a $2,315,000 decrease in personnel costs and a decrease of $1,901,000 in third-party clinical trial costs due to the completion of the SMART trial.

— a $1,564,000 decrease in drug costs as we did not manufacture any Xcytrin in fiscal 2007.

- HDAC, Btk and Factor VIIa program costs increased a total of $4,359,000 as we continued the development of compounds acquired from Celera Genonmics late in fiscal 2006.

- Indirect costs decreased $1,730,000, or 16%, primarily due to a decrease in share-based compensation expense.

We expect research and development expenses to decline in fiscal 2009 as compared to fiscal 2008.

General and Administrative Expenses. The following table summarizes the period over period changes in our general and administrative (G&A) expenses over the last three fiscal years.

	2008	Change	2007	Change	2006
General and administrative expenses	$ 7,332,000	-1%	$ 7,403,000	-38%	$ 11,919,000

G&A expenses in fiscal 2008 decreased by $71,000 compared to fiscal 2007. The composition of G&A expenses were similar in both fiscal years.

G&A expenses in fiscal 2007 decreased by $4,516,000 compared to fiscal 2006 primarily due to a decrease of $2,032,000 in share-based compensation expense, a decrease of $1,325,000 in personnel expenses due to a reduction in employee headcount and a decrease of $1,056,000 in commercialization expenses related to reduced activities associated with the results of the SMART trial released in December 2005.

We expect general and administrative expenses to decline in fiscal 2009 as compared to fiscal 2008.

Purchased In-Process Research and Development. Purchased in-process research and development expense for the years ended June 30, 2008, 2007 and 2006 was $0, $0 and $6,647,000, respectively. The amount in fiscal 2006 was due to our acquisition, in April 2006, of multiple small molecule drug candidates for the treatment of cancer and other diseases from Celera Genomics, an Applera Corporation business (now Celera Corporation). One drug candidate was in a Phase 1 clinical trial while the other drug candidates were in pre-clinical development. Total consideration paid was $6,647,000 which consisted of 1,000,000 shares of our common stock, $2,000,000 of cash and $147,000 of transaction costs. We recorded an expense of $6,647,000 related to the consideration for the acquired drug candidates which had not yet reached technological feasibility and had no alternative future use due to the early stage of development and the significant regulatory requirements remaining.

Interest and Other, Net. Interest and other, net, was $1,214,000, $2,175,000 and $1,964,000 for the years ended June 30, 2008, 2007 and 2006, respectively. The decline in interest and other, net in fiscal 2008 was primarily due to decreased investment balances. The increase in interest and other, net in fiscal 2007 was primarily due to higher average interest rates earned on the company's investments.

Income Taxes. At June 30, 2008, we had net operating loss carryforwards of approximately $322.4 million for federal income tax reporting purposes and tax credit carryforwards of approximately $11.0 million for federal reporting purposes. These amounts expire at various times through 2028. Under the Tax Reform Act of 1986, the amounts of and the benefit from net operating losses and tax credit carryforwards that can be carried forward may be impaired or limited in certain circumstances. These circumstances include, but are not limited to, a cumulative stock ownership change of greater than 50%, as defined, over a three year period. Such an annual limitation may result in the expiration of net operating losses before utilization. A full valuation allowance has been established for the company's deferred tax assets since realization of such assets through the generation of future taxable income is uncertain. See Note 6 of "Notes to Financial Statements."

Liquidity and Capital Resources

Our principal sources of working capital since inception have been private and public equity financings and proceeds from collaborative research and development agreements, as well as interest income. Since inception, we have used approximately $306,007,000 of cash for operating activities and approximately $16,166,000 of cash for the purchase of laboratory and office equipment, leasehold improvements, and payments under capital lease agreements.

As of June 30, 2008, we had approximately $16,755,000 in cash, cash equivalents and marketable securities. Net cash used in operating activities was $22,105,000, $23,544,000 and $31,819,000 for the years ended June 30, 2008, 2007 and 2006, respectively, and resulted primarily from operating losses adjusted for non-cash expenses and changes in accounts payable, accrued liabilities, prepaid expenses and other assets.

Net cash provided by (used in) investing activities of $22,361,000, $(8,891,000) and $25,877,000 in the years ended June 30, 2008, 2007 and 2006, respectively, primarily consisted of the net effect of purchases, maturities and sales of marketable securities.

Net cash provided by financing activities of $63,000, $22,093,000 and $559,000 in the years ended June 30, 2008, 2007 and 2006, respectively, primarily consisted of proceeds from the sale of common stock, the exercise of stock options and the sale of stock under the company's employee stock purchase plan.

In November 2006, we completed a public offering of common stock and sold 4,830,000 shares of common stock at a price of $4.75 per share for net proceeds of approximately $21,300,000. In February 2007, we filed a registration statement on Form S-3 to offer and sell, from time to time, equity, debt securities and warrants in one or more offerings up to a total dollar amount of $100 million. We may seek to raise funds through additional public offerings in the future but cannot guarantee that such efforts will be successful.

Our future contractual obligations at June 30, 2008 are as follows:

	Operating Lease Commitments(1)
Less than 1 year	$ 918,000
1-3 years	1,407,000
3-5 years	330,000
More than 5 years	--
Total	$ 2,655,000

(1) Amounts reflect the July 11, 2008 amendment of the company's facility lease.

In April 2006, we acquired multiple small molecule drug candidates for the treatment of cancer and other diseases from Celera Genomics, an Applera Corporation (now Celera Corporation) business. Future milestone payments under the agreement, as amended, could total as much as $104 million, although we currently cannot predict if or when any of the milestones will be achieved. In addition, Celera will also be entitled to royalty payments in the mid- to high single digits based on annual sales of any drugs commercialized from these programs.

Based upon the current status of our product development plans, we believe that our existing cash, cash equivalents and marketable securities will be adequate to satisfy our capital needs through at least the next twelve months. We expect research and development expenses as a result of on-going and future clinical trials to consume a large portion of our existing cash resources. Changes in our research and development plans or other changes affecting our operating expenses may affect actual future consumption of existing cash resources as well. In any event, we will need to raise substantial additional capital to fund our operations in the near future. Currently, we are actively seeking partnership collaborations to help fund the development of our product candidates. We may also be required to raise additional funds through the public or private sale of securities, bank debt or otherwise. If we are unable to secure additional funds, whether through partnership collaborations or sale of our securities, we will have to delay, reduce the scope of or discontinue one or more of

our product development programs. Our actual capital requirements will depend on many factors, including the following:

- our ability to establish and the scope of any new partnership collaborations;
- the progress and success of preclinical studies and clinical trials of our product candidates; and
- the costs and timing of obtaining regulatory approvals.

Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. The factors described above will impact our future capital requirements and the adequacy of our available funds. If we are required to raise additional funds, we cannot be certain that such additional funding will be available on terms attractive to us, or at all. Furthermore, any additional equity financing may be highly dilutive, or otherwise disadvantageous, to existing stockholders and debt financing, if available, may involve restrictive covenants. Collaborative arrangements, if necessary to raise additional funds, may require us to relinquish rights to certain of our technologies, products or marketing territories. Our failure to raise capital when needed and on acceptable terms, would require us to reduce our operating expenses and would limit our ability to respond to competitive pressures or unanticipated requirements to develop our product candidates and to continue operations, any of which would have a material adverse effect on our business, financial condition and results of operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

Our exposure to interest rate risk relates primarily to our investment portfolio. Fixed rate securities may have their fair market value adversely impacted due to fluctuations in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if forced to sell securities which have declined in market value due to changes in interest rates. The primary objective of our investment activities is to preserve principal while at the same time maximize yields without significantly increasing risk. To achieve this objective, we invest in debt instruments of the U.S. Government and its agencies and high-quality corporate issuers, and, by policy, restrict our exposure to any single corporate issuer by imposing concentration limits. To minimize the exposure due to adverse shifts in interest rates, we maintain investments at an average maturity of generally less than two years. Assuming a hypothetical increase in interest rates of one percentage point, the fair value of our total investment portfolio as of June 30, 2008 would have potentially declined by $14,000.

The table below presents the principal amounts and weighted-average interest rates by year of stated maturity for our investment portfolio (in thousands, except interest rates):

	Fiscal Year 2009	Fair Value at June 30, 2008
Marketable securities	$ 4,485	$ 4,495
Weighted-average interest rate	4.53%	--

Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Pharmacyclics, Inc.:

In our opinion, the accompanying balance sheets and the related statements of operations, stockholders' equity (deficit) and cash flows present fairly, in all material respects, the financial position of Pharmacyclics, Inc. (a development stage enterprise) at June 30, 2008 and 2007, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2008 and, cumulatively, for the period from April 19, 1991 (date of inception) to June 30, 2008 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting, appearing under Item 9A(b). Our responsibility is to express opinions on these financial statements and on the company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California
September 5, 2008

PHARMACYCLICS, INC.
(a development stage enterprise)

BALANCE SHEETS
(in thousands, except share and per share amounts)

	June 30, 2008	June 30, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 12,260	$ 11,941
Marketable securities	4,495	26,821
Prepaid expenses and other current assets	401	961
Total current assets	17,156	39,723
Property and equipment, net	688	849
Other assets	523	523
	$ 18,367	$ 41,095
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,055	$ 1,426
Accrued liabilities	796	1,189
Total current liabilities	1,851	2,615
Deferred rent	71	79
Total liabilities	1,922	2,694
Commitments (Note 2 and 7)		
Stockholders' equity:		
Preferred stock, $0.0001 par value; 1,000,000 shares authorized at June 30, 2008 and 2007; no shares issued and outstanding	--	--
Common stock, $0.0001 par value; 49,000,000 shares authorized at June 30, 2008 and 2007; shares issued and outstanding -- 26,015,389 at June 30, 2008 and 25,968,189 at June 30, 2007	3	3
Additional paid-in capital	355,883	353,560
Accumulated other comprehensive income (loss)	10	(9)
Deficit accumulated during development stage	(339,451)	(315,153)
Total stockholders' equity	16,445	38,401
	$ 18,367	$ 41,095

The accompanying notes are an integral part of these financial statements.

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended June 30,			Period from Inception (April 19, 1991) through June 30,
	2008	2007	2006	2008
Revenues:				
License and milestone revenues	$ --	$ --	$ --	$ 7,855
Grant and contract revenues	--	126	181	6,154
Total revenues	--	126	181	14,009
Operating expenses:				
Research and development*	18,180	21,115	25,737	311,922
General and administrative*	7,332	7,403	11,919	76,141
Purchased in-process research and development	--	--	6,647	6,647
Total operating expenses	25,512	28,518	44,303	394,710
Loss from operations	(25,512)	(28,392)	(44,122)	(380,701)
Interest income	1,206	2,175	1,964	42,806
Interest expense and other income (expense), net	8	--	--	(1,556)
Net loss	$ (24,298)	$ (26,217)	$ (42,158)	$ (339,451)
Basic and diluted net loss per share	$ (0.93)	$ (1.08)	$ (2.12)	
Shares used to compute basic and diluted net loss per share	25,989	24,175	19,889	
*Includes non-cash share-based compensation of:				
Research and development	$ 961	$ 1,782	$ 2,932	$ 5,976
General and administrative	$ 1,299	$ 1,300	$ 3,332	$ 6,547

The accompanying notes are an integral part of these financial statements.

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended June 30,			Period from Inception (April 19, 1991) through June 30,
	2008	2007	2006	2008
Cash flows from operating activities:				
Net loss	$ (24,298)	$ (26,217)	$ (42,158)	$ (339,451)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	348	439	588	14,985
Amortization of premium/discount on marketable securities, net	(196)	(137)	(145)	6
Purchased in-process research and development	--	--	4,500	4,500
Share-based compensation	2,260	3,082	6,264	12,523
Loss (gain) on sale of marketable securities	(7)	--	--	51
Write-down of fixed assets	--	--	--	381
Changes in assets and liabilities:				
Prepaid expenses and other assets	560	4	293	(924)
Accounts payable	(371)	(482)	(1,207)	1,055
Accrued liabilities	(393)	(242)	73	796
Deferred rent	(8)	9	(27)	71
Net cash used in operating activities	(22,105)	(23,544)	(31,819)	(306,007)
Cash flows from investing activities:				
Purchase of property and equipment	(187)	(524)	(468)	(12,285)
Proceeds from sale of property and equipment	--	--	--	112
Purchases of marketable securities	(5,446)	(14,867)	(12,232)	(529,546)
Proceeds from sales of marketable securities	6,994	--	--	84,936
Proceeds from maturities of marketable securities	21,000	6,500	38,577	440,068
Net cash provided by (used in) investing activities	22,361	(8,891)	25,877	(16,715)
Cash flows from financing activities:				
Issuance of common stock, net of issuance costs	63	21,510	392	308,918
Exercise of stock options	--	583	167	6,431
Proceeds from notes payable	--	--	--	3,000
Issuance of convertible preferred stock, net of issuance costs	--	--	--	20,514
Payments under capital lease obligations	--	--	--	(3,881)
Net cash provided by financing activities	63	22,093	559	334,982
Increase (decrease) in cash and cash equivalents	319	(10,342)	(5,383)	12,260
Cash and cash equivalents at beginning of period	11,941	22,283	27,666	--
Cash and cash equivalents at end of period	$ 12,260	$ 11,941	$ 22,283	$ 12,260
Supplemental Disclosures of Cash Flow Information:				
Interest paid	$ --	$ --	$ --	$ 1,269
Supplemental Disclosure of Non-Cash Investing and Financing Activities:				
Property and equipment acquired under capital lease obligations	--	--	--	3,881
Warrants issued	--	--	--	49
Conversion of notes payable and accrued interest into convertible preferred stock	--	--	--	3,051

The accompanying notes are an integral part of these financial statements.

PHARMACYCLICS, INC.
-(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock for cash at $0.02 per share	--	$ --	400,000	$ --	$ 6	$ --	$ --	$ 6
Balance at June 30, 1991	--	--	400,000	--	6	--	--	6
Issuance of common stock for cash at an average price of $0.02 per share	--	--	97,111	--	2	--	--	2
Issuance of convertible preferred stock for cash, net of issuance costs, at an average price of $1.32 per share	2,040,784	--	--	--	2,667	--	--	2,667
Net loss	--	--	--	--	--	--	(523)	(523)
Balance at June 30, 1992	2,040,784	--	497,111	--	2,675	--	(523)	2,152
Issuance of common stock for cash at an average price of $0.06 per share	--	--	49,000	--	3	--	--	3
Issuance of convertible preferred stock for cash, net of issuance costs, at $4.88 per share	1,580,095	--	--	--	7,674	--	--	7,674
Net loss	--	--	--	--	--	--	(3,580)	(3,580)
Balance at June 30, 1993	3,620,879	--	546,111	--	10,352	--	(4,103)	6,249
Issuance of common stock upon exercise of stock options at an average price of $0.12 per share	--	--	324,188	--	38	--	--	38
Issuance of convertible preferred stock for cash, net of issuance costs, at an average price of $8.63 per share	886,960	--	--	--	7,623	--	--	7,623
Net loss	--	--	--	--	--	--	(5,141)	(5,141)
Balance at June 30, 1994	4,507,839	--	870,299	--	18,013	--	(9,244)	8,769
Issuance of common stock upon exercise of stock options at an average price of $0.24 per share	--	--	38,403	--	9	--	--	9
Issuance of warrants	--	--	--	--	49	--	--	49
Net loss	--	--	--	--	--	--	(10,479)	(10,479)
Balance at June 30, 1995	4,507,839	--	908,702	--	18,071	--	(19,723)	(1,652)

The accompanying notes are an integral part of these financial statements

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of convertible preferred stock for notes payable and accrued interest at an average of $8.63 per share	353,483	--	--	--	3,051	--	--	3,051
Issuance of convertible preferred stock for cash, net of issuance costs, at an average price of $8.63 per share	295,649	--	--	--	2,550	--	--	2,550
Issuance of common stock upon initial public offering, net of issuance costs, for cash at $12 per share	--	--	2,383,450	1	26,042	--	--	26,043
Conversion of convertible preferred stock into common stock	(5,156,971)	--	5,156,971	--	--	--	--	--
Issuance of common stock upon exercise of stock options at an average exercise price of $1.33 per share	--	--	91,922	--	122	--	--	122
Issuance of common stock upon exercise of purchase rights at an exercise price of $10.20 per share	--	--	8,379	--	86	--	--	86
Share-based compensation expense	--	--	--	--	26	--	--	26
Net loss	--	--	--	--	--	--	(8,235)	(8,235)
Balance at June 30, 1996	--	--	8,549,424	1	49,948	--	(27,958)	21,991
Issuance of common stock, net of issuance costs, for cash at an average price of $16.93 per share	--	--	1,442,190	--	24,420	--	--	24,420
Issuance of common stock upon exercise of stock options at an average price of $2.74 per share	--	--	96,283	--	264	--	--	264
Issuance of common stock upon exercise of purchase rights at an exercise price of $10.51 per share	--	--	14,557	--	153	--	--	153
Share-based compensation expense	--	--	--	--	126	--	--	126
Net loss	--	--	--	--	--	--	(10,258)	(10,258)
Balance at June 30, 1997	--	--	10,102,454	1	74,911	--	(38,216)	36,696

The accompanying notes are an integral part of these financial statements

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock, net of issuance costs, for cash at $21.75 per share	--	--	2,012,500	--	40,796	--	--	40,796
Issuance of common stock upon exercise of stock options at an average price of $6.57 per share	--	--	88,933	--	584	--	--	584
Issuance of common stock upon exercise of purchase rights at an exercise price of $14.36 per share	--	--	10,372	--	149	--	--	149
Issuance of common stock upon exercise of warrants	--	--	80,033	--	--	--	--	--
Share-based compensation expense	--	--	--	--	91	--	--	91
Net loss	--	--	--	--	--	--	(9,675)	(9,675)
Balance at June 30, 1998	--	--	12,294,292	1	116,531	--	(47,891)	68,641
Issuance of common stock upon exercise of stock options at an average price of $5.10 per share	--	--	75,275	--	384	--	--	384
Issuance of common stock upon exercise of purchase rights at an exercise price of $12.77 per share	--	--	13,643	--	174	--	--	174
Issuance of common stock upon exercise of warrants	--	--	45,661	--	--	--	--	--
Share-based compensation expense	--	--	--	--	89	--	--	89
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(85)	--	(85)
Net loss	--	--	--	--	--	--	(19,246)	(19,246)
Total comprehensive loss								(19,331)
Balance at June 30, 1999	--	--	12,428,871	1	117,178	(85)	(67,137)	49,957

The accompanying notes are an integral part of these financial statements

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock upon exercise of stock options at an average price of $13.88 per share	--	--	102,372	--	1,421	--	--	1,421
Issuance of common stock upon exercise of purchase rights at an exercise price of $25.62 per share	--	--	11,213	--	287	--	--	287
Issuance of common stock, net of issuance costs, for cash at an average price of $44.36 per share	--	--	3,465,000	1	153,711	--	--	153,712
Share-based compensation expense	--	--	--	--	88	--	--	88
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(421)	--	(421)
Net loss	--	--	--	--	--	--	(23,630)	(23,630)
Total comprehensive loss								(24,051)
Balance at June 30, 2000	--	--	16,007,456	2	272,685	(506)	(90,767)	181,414
Issuance of common stock upon exercise of stock options at an average price of $16.17 per share	--	--	93,528	--	1,512	--	--	1,512
Issuance of common stock upon exercise of purchase rights at an exercise price of $27.89 per share	--	--	15,386	--	429	--	--	429
Share-based compensation expense	--	--	--	--	326	--	--	326
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	1,599	--	1,599
Net loss	--	--	--	--	--	--	(30,925)	(30,925)
Total comprehensive loss								(29,326)
Balance at June 30, 2001	--	--	16,116,370	2	274,952	1,093	(121,692)	154,355

The accompanying notes are an integral part of these financial statements

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock upon exercise of stock options at an average price of $13.93 per share	--	--	13,257	--	183	--	--	183
Issuance of common stock upon exercise of purchase rights at an exercise price of $8.32 per share	--	--	58,169	--	484	--	--	484
Share-based compensation expense	--	--	--	--	91	--	--	91
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(930)	--	(930)
Net loss	--	--	--	--	--	--	(36,575)	(36,575)
Total comprehensive loss								(37,505)
Balance at June 30, 2002	--	--	16,187,796	2	275,710	163	(158,267)	117,608
Issuance of common stock upon exercise of stock options at an average price of $1.03 per share	--	--	3,397	--	3	--	--	3
Issuance of common stock upon exercise of purchase rights at an exercise price of $2.64 per share	--	--	38,908	--	103	--	--	103
Share-based compensation expense	--	--	--	--	13	--	--	13
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(19)	--	(19)
Net loss	--	--	--	--	--	--	(28,298)	(28,298)
Total comprehensive loss								(28,317)
Balance at June 30, 2003	--	--	16,230,101	2	275,829	144	(186,565)	89,410

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PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated other Comprehensive Income (Loss)	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock, net of issuance costs, for cash at an average price of $13.00 per share	--	--	3,200,000	--	39,350	--	--	39,350
Issuance of common stock upon exercise of stock options at an average price of $4.91 per share	--	--	181,136	--	889	--	--	889
Issuance of common stock upon exercise of purchase rights at an exercise price of $4.90 per share	--	--	36,680	--	180	--	--	180
Share-based compensation expense	--	--	--	--	18	--	--	18
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(394)	--	(394)
Net loss	--	--	--	--	--	--	(29,165)	(29,165)
Total comprehensive loss								(29,559)
Balance at June 30, 2004	--	--	19,647,917	2	316,266	(250)	(215,730)	100,288
Issuance of common stock upon exercise of stock options at an average price of $4.46 per share	--	--	61,014	--	272	--	--	272
Issuance of common stock upon exercise of purchase rights at an exercise price of $5.24 per share	--	--	90,704	--	476	--	--	476
Share-based compensation expense	--	--	--	--	49	--	--	49
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	(43)	--	(43)
Net loss	--	--	--	--	--	--	(31,048)	(31,048)
Total comprehensive loss								(31,091)
Balance at June 30, 2005	--	--	19,799,635	2	317,063	(293)	(246,778)	69,994

The accompanying notes are an integral part of these financial statements

PHARMACYCLICS, INC.
(a development stage enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

For the period from inception (April 19, 1991) through June 30, 2008
(in thousands, except share and per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in	Accumulated other Comprehensive	Deficit Accumulated During Development	
	Shares	Amount	Shares	Amount	Capital	Income (Loss)	Stage	Total
Issuance of common stock upon exercise of stock options and purchase rights at an average price of $3.80 per share	--	--	147,059	--	559	--	--	559
Issuance of common stock for purchase of Celera assets	--	--	1,000,000	--	4,500	--	--	4,500
Share-based compensation expense	--	--	--	--	6,264	--	--	6,264
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	161	--	161
Net loss	--	--	--	--	--	--	(42,158)	(42,158)
Total comprehensive loss								(41,997)
Balance at June 30, 2006	--	--	20,946,694	2	328,386	(132)	(288,936)	39,320
Issuance of common stock, net of issuance costs, for cash at $4.75 per share	--	--	4,830,000	1	21,296	--	--	21,297
Issuance of common stock upon exercise of stock options and purchase rights at an average price $4.16 per share	--	--	191,495	--	796	--	--	796
Share-based compensation expense	--	--	--	--	3,082	--	--	3,082
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	123	--	123
Net loss	--	--	--	--	--	--	(26,217)	(26,217)
Total comprehensive loss								(26,094)
Balance at June 30, 2007	--	$ --	25,968,189	$ 3	$ 353,560	$ (9)	$ (315,153)	$ 38,401
Issuance of common stock upon exercise of stock options and purchase rights at an average price $1.34 per share	--	--	47,200	--	63	--	--	63
Share-based compensation expense	--	--	--	--	2,260	--	--	2,260
Change in unrealized gain (loss) on marketable securities	--	--	--	--	--	19	--	19
Net loss	--	--	--	--	--	--	(24,298)	(24,298)
Total comprehensive loss								(24,279)
Balance at June 30, 2008			26,015,389	3	355,883	10	(339,451)	16,445

The accompanying notes are an integral part of these financial statements.

PHARMACYCLICS, INC.
(a development stage enterprise)

NOTES TO FINANCIAL STATEMENTS

Note 1 — The Company and Significant Accounting Policies:

Description of the company

We are a pharmaceutical company leveraging our small-molecule drug development expertise to build a pipeline in oncology and immune mediated diseases based on novel targets, pathways, and mechanisms. To date, substantially all of our resources have been dedicated to the research and development of our products, and we have not generated any commercial revenues from the sale of our products. We do not expect to generate any product revenues until we receive the necessary regulatory and marketing approvals and launch one of our products, if at all.

We have incurred significant operating losses since our inception in 1991, and as of June 30, 2008, had an accumulated deficit of approximately $339.5 million. Based upon the current status of our product development and plans, we believe that our existing cash, cash equivalents and marketable securities will be adequate to satisfy our capital needs through at least the next twelve months. We expect research and development expenses, as a result of on-going and future clinical trials, to consume a large portion of our existing cash resources. Changes in our research and development plans or other changes affecting our operating expenses may affect actual future consumption of existing cash resources as well. In any event, we will need to raise substantial additional capital to fund our operations in the future. Currently, we are actively seeking partnership collaborations for our product candidates. We may also be required to raise additional funds through the public or private sale of securities, bank debt or otherwise. If we are unable to secure additional funds, whether through partnership collaborations or sale of securities, we will have to delay, reduce the scope of or discontinue one or more of our product development programs. Our actual capital requirements will depend on many factors, including the following:

- our ability to establish and the scope of any new partnership collaborations;
- the progress and success of preclinical studies and clinical trials of our product candidates; and
- the costs and timing of obtaining regulatory approvals.

Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. The factors described above will impact our future capital requirements and the adequacy of our available funds. If we are required to raise additional funds, we cannot be certain that such additional funding will be available on terms attractive to us, or at all. Furthermore, any additional equity financing may be highly dilutive, or otherwise disadvantageous, to existing stockholders and debt financing, if available, may involve restrictive covenants. Collaborative arrangements, if necessary to raise additional funds, may require us to relinquish rights to certain of our technologies, products or marketing territories. Our failure to raise capital when needed and on acceptable terms, would require us to reduce our operating expenses and would limit our ability to respond to competitive pressures or unanticipated requirements, to develop our product candidates, and to continue operations, any of which would have a material adverse effect on our business, financial condition and results of operations.

Management's use of estimates and assumptions

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial

statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Basic and diluted net loss per share

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period. Diluted net loss per share is computed using the weighted average number of common and potential common shares outstanding during the period. Potential common shares consist of shares issuable upon the exercise of stock options (using the treasury stock method). Options to purchase 5,540,544, 5,589,114 and 5,266,802 shares of common stock were outstanding at June 30, 2008, 2007 and 2006, respectively, but have been excluded from the computation of diluted net loss per share because their effect was anti-dilutive.

Cash, cash equivalents and marketable securities

All highly liquid investments purchased with an original maturity date of three months or less that are readily convertible into cash and have insignificant interest rate risk are considered to be cash equivalents.

All other investments are reported as available-for-sale marketable securities and are recorded on the balance sheet at fair value. Unrealized gains and losses on available-for-sale securities are included in accumulated other comprehensive income (loss). The amortized cost of debt securities in this category is adjusted for amortization of premiums and accretions of discounts to maturity. Such amortization is included in interest income. Gains and losses on securities sold are recorded based on the specific identification method and are included in interest expense and other income (expense), net in the statement of operations.

The company's marketable securities consisted of the following (in thousands):

	Amortized Cost	Net Unrealized Gains (Losses)	Estimated Fair Value
June 30, 2008			
Debt (state or political subdivision)	$ --	$ --	$ --
Debt (corporate)	4,485	10	4,495
	$ 4,485	$ 10	$ 4,495
June 30, 2007			
Debt (state or political subdivision)	$ 1,999	$ (6)	$ 1,993
Debt (corporate)	24,831	(3)	24,828
	$ 26,830	$ (9)	$ 26,821

At June 30, 2008 and 2007, all of the company’s debt investments are classified as short-term, as the investments are available to fund the company’s current operations. At June 30, 2008, the company’s marketable securities had the following contractual maturities (in thousands):

	Amortized Cost	Estimated Fair Value
Less than one year	$ 4,485	$ 4,495

Restricted investments

Under the company's lease agreement, it is required to maintain a $450,000 letter of credit as security for performance under the lease. The letter of credit is secured by a $450,000 certificate of deposit which is included in other assets at June 30, 2008 and 2007.

Concentration of credit risk and other risks and uncertainties

Financial instruments that potentially subject the company to credit risk consist principally of cash, cash equivalents and marketable securities. The company places its cash and cash equivalents with high-credit quality financial institutions and invests in debt instruments of financial institutions, corporations and government entities with strong credit ratings. Management of the company believes it has established guidelines relative to credit quality, diversification and maturities that maintain safety and liquidity.

The company's products require approvals from the United States Food and Drug Administration (the "FDA") and international regulatory agencies prior to commercialized sales. There can be no assurance that the company's future products will receive required approvals. If the company was denied such approvals or such approvals were delayed, it could have a materially adverse impact on the company and its execution of its business strategy.

The company has expended and will continue to expend substantial funds to complete the research, development and clinical testing of its products. The company also will be required to expend additional funds to establish commercial-scale manufacturing arrangements and to provide for the marketing and distribution of its products. Specifically, the company will require additional funds to commercialize its products. The company is unable to entirely fund these efforts with its current financial resources.

Additional funds may not be available on acceptable terms, if at all. If adequate funds are unavailable on a timely basis from operations or additional sources of financing, the company may have to delay, reduce the scope of or eliminate one or more of our research or development programs which would materially and adversely affect its business, financial condition and operations.

Property and equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the shorter of the estimated useful lives of the assets, generally three to five years, or the lease term of the respective assets, if applicable. Amortization of leasehold improvements is computed using the straight-line method over the shorter of their estimated useful lives or lease terms.

Long-lived assets

Management reviews the carrying values of its long-lived assets for possible impairment whenever events or changes in business conditions indicate that the carrying amount of the assets may not be recoverable. Management evaluates impairment on the basis of undiscounted future cash flows from operations before interest relating to such assets for the remaining useful life of the assets. If present, impairment is measured based on the difference between fair value and the net book value of the related assets. No significant impairment losses have been recorded to date with respect to the company's long-lived assets, which consist primarily of property and equipment and leasehold improvements.

Revenue recognition

Revenues are recognized when persuasive evidence of an arrangement exists, title has transferred or services have been rendered, the price is fixed and determinable and collectibility is reasonable assured. License revenue is typically recognized over the term of the arrangement and milestone revenue is recognized when earned as evidenced by achievement of the specified milestone and the absence of any on-going obligation. License, milestone, contract and grant revenues are not subject to repayment. Any amounts received in advance of performance are recorded as deferred revenues.

Inventories

The company has purchased quantities of its texaphyrin-based drug substance that are expected to be used in the future to support the commercial launch of its products currently under development. Until the commercial viability of such products has been demonstrated and the necessary regulatory approvals received, the company will continue to charge all such amounts to research and development expense.

Research and development

Research and development expenses include personnel and facility-related expenses, outside contracted services including clinical trial costs, manufacturing and process development costs, research costs and other consulting services. Research and development costs are expensed as incurred.

Clinical development costs are a significant component of research and development expenses. The company has a history of contracting with third parties that perform various clinical trial activities on its behalf in the ongoing development of its product candidates. The financial terms of these contracts are subject to negotiations and may vary from contract to contract and may result in uneven payment flow. The company accrues and expenses costs for clinical trial activities performed by third parties based upon estimates of the percentage of work completed over the life of the individual study in accordance with agreements established with contract research organizations and clinical trial sites. The company determines its estimates through discussions with internal clinical personnel and outside service providers to the progress or stage of completion of trials or services and the agreed upon fee to be paid for such services.

Income taxes

The company provides for income taxes using the asset and liability method. This method requires that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the tax bases of assets and liabilities and their financial statement reported amounts. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

Fair value of financial instruments

The carrying value of the company's financial instruments including cash and cash equivalents, marketable securities, accounts payable and accrued liabilities, approximate fair value due to their short maturities.

Accounting for share-based compensation

The company adopted SFAS 123R, *Share-Based Payments*, effective beginning July 1, 2005 using the modified prospective application transition method. The modified prospective application transition method requires that companies recognize compensation expense on new share-based payment awards and existing share-based payment awards that are modified, repurchased, or cancelled after the effective date. Additionally, compensation cost of the portion of awards of which the requisite service had not been rendered that were outstanding as of the July 1, 2005 has been expensed as the requisite service was rendered. The effect of recording share-based compensation was as follows:

	Year Ended		
	June 30, 2008	June 30, 2007	June 30, 2006
Effect on net loss	$ 2,260,000	$ 3,082,000	$ 6,264,000

The fair value of each stock option is estimated on the date of grant using the Black-Scholes valuation model using the assumptions noted in the following table. Expected volatility is based on historical volatility data of the company’s stock. The expected term of stock options granted is based on historical data and represents the period of time that stock options are expected to be outstanding. The expected term is calculated

for and applied to one group of stock options as the company does not expect substantially different exercise or post-vesting termination behavior amongst its employee population. The risk-free interest rate is based on a zero-coupon United States Treasury bond whose maturity period equals the expected term of the company's options.

	Year Ended June 30		
	2008	2007	2006
Stock option plans:			
Expected dividend yield	0 %	0 %	0 %
Expected stock price volatility	74 %	73 %	79 %
Risk free interest rate	2.66 %	4.54 %	4.9 %
Expected life (years)	5.00	4.61	4.98
Employee stock purchase plan:			
Expected dividend yield	0 %	0 %	0 %
Expected stock price volatility	71 %	54 %	54 %
Risk free interest rate	3.78 %	4.42 %	4.42 %
Expected life (years)	1.29	1.25	1.25

The weighted average estimated grant date fair value, as defined by SFAS 123, for options granted under the company's stock option plans during fiscal 2008, 2007 and 2006 was $0.65, $1.84 and $3.03 per share, respectively. The weighted average estimated grant date fair value of purchase awards under the company's employee stock purchase plan during fiscal 2008, 2007 and 2006 was $0.97, $3.30 and $3.30 per share, respectively.

As of June 30, 2008, $4,442,000 of total unrecognized compensation costs related to non-vested options are scheduled to be recognized over a weighted average period of 2.17 years and $64,000 of total unrecognized compensation costs related to purchase awards under the company's employee stock purchase plan are scheduled to be recognized over a weighted average period of 0.30 years. There were no capitalized share-based compensation costs at June 30, 2008.

The company accounts for equity instruments issued to non-employees for goods or services in accordance with the provisions of SFAS No. 123R and Emerging Task Force Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* ("EITF 96-18"). Accordingly, as these instruments vest, the company is required to remeasure the fair value of the equity instruments at each reporting period prior to vesting and then finally at the vesting date of the equity instruments.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "*Fair Value Measurements*" ("SFAS 157"). This standard defines fair value, establishes the framework for measuring fair value in accounting principles generally accepted in the United States and expands disclosure about fair value measurements. This pronouncement applies under other accounting standards that require or permit fair value measurements. Accordingly, this statement does not require any new fair value measurement. This statement is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. However, on December 14, 2007, the FASB issued proposed FSP FAS 157-b which would delay the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This proposed FSP partially defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP. Effective for the year beginning July 1, 2008, we will adopt SFAS 157 except as it applies to those nonfinancial assets and nonfinancial liabilities as noted in proposed FSP FAS 157-b. The adoption of SFAS 157 is not expected to have a material impact on our financial position, operating results or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115,* which is effective for fiscal years beginning after November 15, 2007. This statement permits an entity to choose to measure many financial instruments and certain other items at fair value at specified election dates. Subsequent unrealized gains and losses on items for which the fair value option has been elected will be reported in earnings. We are currently evaluating the impact of this standard on our results of operations and our financial position.

In June 2007, the FASB ratified EITF Issue No. 07-3 ("EITF 07-3"), *Accounting for Nonrefundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities.* The scope of EITF 07-3 is limited to nonrefundable advance payments for goods and services to be used or rendered in future research and development activities pursuant to an executory contractual arrangement. This issue provides that nonrefundable advance payments for goods or services that will be used or rendered for future research and development activities should be deferred and capitalized. Such amounts should be recognized as an expense as the related goods are delivered or the related services are performed. EITF 07-3 is effective for fiscal years beginning after December 15, 2007. Earlier application is not permitted. Companies should report the effects of applying this issue prospectively for new contracts entered into on or after the effective date of this issue. We are currently evaluating the impact of this standard on our results of operations and our financial position.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. We do not expect the adoption of SFAS No. 162 to have a material effect on our financial position, operating results or cash flows.

Note 2 — Agreements:

University of Texas License. The company has entered into a license agreement with the University of Texas under which it received the exclusive worldwide rights to develop and commercialize porphyrins, expanded porphyrins and other porphyrin-like substances covered by their patents. The company has made payments, under the license, to the University of Texas of $50,000 in each of the years ended June 30, 2005 and 2004, respectively, and cumulative payments of $300,000 from the inception of the license. No payments are due after fiscal 2005.

Celera Genomics. In April 2006, the company acquired multiple small molecule drug candidates for the treatment of cancer and other diseases from Celera Genomics, an Applera Corporation business (now Celera Corporation). Under the terms of the agreement as amended in May 2008, the company acquired Celera technology and intellectual property relating to drugs that target histone deacetylase (HDAC) enzymes, selective HDAC enzymes, a Factor VIIa inhibitor targeting a tumor signaling pathway involved in angiogenesis, tumor growth and metastases, and B-cell associated tyrosine kinase inhibitors potentially useful for the treatment of lymphomas and autoimmune diseases. At the date of acquisition, the HDAC drug candidate was in a Phase 1 clinical trial the other drug candidates were in pre-clinical development. In May 2008, the company amended its agreement with Celera pertaining to potential sublicensing of our HDAC compounds. Under the amendment, Celera may receive a portion of any upfront licensing payments we receive from sublicensing an HDAC product under the agreement and the total future potential milestone payments due to Celera were reduced from $144 million to $104 million dollars. In addition, Celera will also be entitled to royalty payments in the mid- to high single digits based on annual sales of any drugs commercialized from these programs.

Total consideration paid was $6,647,000 which consisted of 1,000,000 shares of the company's common stock, $2,000,000 of cash and $147,000 of transaction costs. The company recorded an expense of $6,647,000 related to the consideration for the acquired drug candidates which had not yet reached technological feasibility

and had no alternative future use due to the early stage of development and the significant regulatory requirements remaining.

Note 3 — Balance Sheet Components:

Property and equipment consists of the following (in thousands):

	June 30,	
	2008	2007
Equipment	$ 6,409	$ 7,229
Leasehold improvements	2,569	2,976
Furniture and fixtures	164	870
	9,142	11,075
Less accumulated depreciation and amortization	(8,454)	(10,226)
	$ 688	$ 849

Accrued liabilities consist of the following (in thousands):

	June 30,	
	2008	2007
Employee compensation	$ 796	$ 1,189

Note 4 — Stockholders' Equity:

Common stock

In November 2006, we completed a public offering of common stock and sold 4,830,000 shares of common stock at a price of $4.75 per share for net proceeds of approximately $21,300,000. In February 2007, we filed a registration statement on Form S-3 to offer and sell, from time to time, equity, debt securities and warrants in one or more offerings up to a total dollar amount of $100 million.

Preferred stock

As amended, the company’s Certificate of Incorporation authorizes 1,000,000 shares of preferred stock, par value $0.0001 per share. The Board of Directors is authorized to issue the preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series or the designation of such series, without further vote or action by the stockholders.

The ability of the company's Board of Directors to issue shares of preferred stock without stockholder approval may have certain anti-takeover effects. The company is also subject to provisions of the Delaware General Corporation Law, which may make certain business combinations more difficult.

Stock plans

2004 Equity Incentive Award Plan. In December 2004, stockholders approved the 2004 Equity Incentive Award Plan (the “2004 Plan”) as a replacement for both the company’s 1995 Stock Option Plan (the “1995 Plan”) and the 1995 Non-Employee Directors Stock Option Plan (the “Directors Plan”). The adoption of the 2004 Plan included an increase of 600,000 in the number of shares available for issuance over the remaining shares available for issuance under the 1995 Plan and Directors Plan. In December 2005, the stockholders

approved an increase of 1,000,000 shares available for issuance under the 2004 Plan. The 2004 Plan provides for the issuance of various types of equity awards, such as incentive stock options, nonstatutory stock options stock, restricted stock, stock appreciation rights and performance shares. The exercise price of all stock options granted under the 2004 Plan may not be less that the fair market value of the company's common stock on the date of grant and no stock option will be exercisable more than ten years after the date it is granted. Stock options for employees and consultants typically vest over four years. Non-employee Directors receive annual, automatic, non-discretionary grants of nonqualified stock options. Each new non-employee Director receives an option to purchase 10,000 shares as of the date he or she first becomes a Director. This option grant vests in equal annual installments over five years. In addition, on the date of each annual meeting, each individual re-elected as a non-employee Director will receive an automatic option grant to purchase an additional 7,500 shares of common stock, provided such individual has served as a Director for at least six months prior to the date of grant. This option grant vests in equal monthly installments over twelve months following the date of grant.

1995 Stock Option Plan. The company's 1995 Plan was adopted by the Board of Directors in August 1995. Options issued under the 1995 Plan can, at the discretion of the plan administrator, be either incentive stock options or nonqualified stock options. In December 2003, the stockholders approved amendments to the 1995 Plan (i) such that the exercise price of all stock options must be at least equal to the fair value of Pharmacyclics' common stock on the date of grant and (ii) that increased the total number of authorized shares under the plan to 5,345,724 shares of common stock. Generally, shares subject to options under the 1995 Plan vest over a four or five year period and are exercisable for a period of ten years. In December 2004, the remaining shares available for future grant under the 1995 Plan were transferred to the 2004 Plan. Additionally, if options granted under the 1995 Plan expire or otherwise terminate without being exercised, the shares of common stock reserved for such options again become available for future grant under the 2004 Plan.

1995 Non-Employee Directors Stock Option Plan. The company's Directors Plan was adopted by the Board of Directors on August 2, 1995 and provides for issuance of common stock to non-employee Directors pursuant to a predetermined formula. The exercise price of options granted under the Directors Plan must be at least equal to the fair value of Pharmacyclics' common stock on the date of grant. Each individual first elected or appointed as a non-employee Board member will automatically be granted, on the date of such election or appointment, a non-statutory option to purchase 10,000 shares of common stock vesting over five years. In addition, on the date of each annual stockholders' meeting each individual who is to continue to serve as a non-employee Board member after that annual meeting and has been a member of the Board for at least six months will automatically be granted a non-statutory option to purchase 5,000 shares of common stock. A total of 271,667 shares of common stock have been reserved for issuance under the Directors Plan. In December 2004, the remaining shares available for future grant under the Directors Plan were transferred to the 2004 Plan. Additionally, if options granted under the Directors Plan expire or otherwise terminate without being exercised, the shares of common stock reserved for such options again become available for future grant under the 2004 Plan.

The following table summarizes the company's stock option activity (in thousands, except per share amounts):

	Shares Available for Grant	Options Outstanding Number	Weighted Average Exercise Price Per Share
Authorized	1,000	--	$ --
Granted	(480)	480	0.19
Balance at June 30, 1993	520	480	0.19
Exercised	--	(324)	0.12
Granted	(167)	167	2.22
Forfeited or expired	8	(8)	0.11
Balance at June 30, 1994	361	315	1.37
Exercised	--	(39)	0.24
Granted	(193)	193	3.75
Forfeited or expired	38	(38)	1.82
Balance at June 30, 1995	206	431	2.50
Authorized	485	--	
Exercised	--	(92)	3.09
Granted	(492)	492	10.03
Forfeited or expired	11	(11)	6.11
Balance at June 30, 1996	210	820	9.20
Authorized	842	--	
Exercised	--	(96)	2.74
Granted	(569)	569	16.69
Forfeited or expired	31	(31)	12.21
Balance at June 30, 1997	514	1,262	11.58
Authorized	602	--	
Exercised	--	(89)	6.57
Granted	(577)	577	25.33
Forfeited or expired	158	(158)	15.41
Balance at June 30, 1998	697	1,592	16.43
Authorized	524	--	
Exercised	--	(75)	5.10
Granted	(671)	671	19.25
Forfeited or expired	221	(221)	20.37
Balance at June 30, 1999	771	1,967	17.38
Authorized	681	--	
Exercised	--	(103)	13.88
Granted	(723)	723	56.97
Forfeited or expired	53	(53)	23.38
Balance at June 30, 2000	782	2,534	28.70
Authorized	811	--	
Exercised	--	(94)	16.17
Granted	(947)	947	36.80
Forfeited or expired	114	(114)	45.70
Balance at June 30, 2001	760	3,273	29.78
Authorized	747	--	
Exercised	--	(13)	13.93
Granted	(1,634)	1,634	8.76
Forfeited or expired	625	(625)	27.83
Balance at June 30, 2002	498	4,269	21.82

Authorized	162	--	
Exercised	--	(3)	1.03
Granted	(749)	749	4.35
Forfeited or expired	837	(837)	25.30
Balance at June 30, 2003	748	4,178	18.03
Authorized	162	--	
Exercised	--	(181)	4.91
Granted	(532)	532	9.53
Forfeited or expired	296	(296)	28.55
Balance at June 30, 2004	674	4,233	16.78
Authorized	700	--	
Exercised	--	(61)	4.46
Granted	(814)	814	8.08
Forfeited or expired	200	(200)	18.19
Balance at June 30, 2005	760	4,786	15.40
Authorized	900	--	
Exercised	--	(191)	7.02
Granted	(1,351)	1,351	4.58
Forfeited or expired	679	(679)	12.85
Balance at June 30, 2006	988	5,267	13.26
Exercised	--	(133)	4.38
Granted	(1,310)	1,310	3.01
Forfeited or expired	855	(855)	13.83
Balance at June 30, 2007	533	5,589	10.98
Exercised	--	--	--
Granted	(1,555)	1,555	1.05
Forfeited or expired	1,603	(1,603)	11.31
Balance at June 30, 2008	581	5,541	8.10

The total intrinsic value of stock options exercised during the years ended June 30, 2008, 2007 and 2006 were $0, $64,000 and $374,000, respectively. No income tax benefits were realized by the company in the years ended June 30, 2008, 2007 or 2006.

A summary of outstanding and vested stock options as of June 30, 2008 is as follows:

	Options Outstanding				Options Vested		
Range of Exercise Prices	Number of Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value	Number of Shares	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value
$0.78 - $ 0.78	91,826	9.75	$ 0.78		91,826	$ 0.78	
$0.86 - $ 0.86	1,227,563	9.72	0.86		25,227	0.86	
$1.57 - $ 2.64	258,527	8.50	2.23		175,486	2.20	
$2.76 - $ 2.76	684,678	8.68	2.76		215,119	2.76	
$3.08 - $ 4.13	164,641	6.38	3.58		105,559	3.59	
$4.16 - $ 4.16	812,250	7.88	4.16		424,245	4.16	
$4.25 - $ 5.53	573,356	4.78	4.58		570,273	4.58	
$7.10 - $ 7.76	681,143	5.27	7.54		605,352	7.51	
$8.20 - $ 27.51	755,960	3.00	19.04		754,000	19.07	
$32.75 - $ 78.13	290,600	1.93	52.16		290,600	52.16	
	5,540,544	6.78	$ 8.10	$ 1,191,000	3,257,687	$ 12.25	$ 120,000

The company had outstanding exercisable options to purchase 4,928,736, 5,015,019, and 4,835,821 shares of common stock with a weighted average exercise price of $8.86, $11.81, and $13.94 at June 30, 2008, 2007, and 2006, respectively.

Employee Stock Purchase Plan. The company adopted an Employee Stock Purchase Plan (the "Purchase Plan") in August 1995. Qualified employees may elect to have a certain percentage of their salary withheld to purchase shares of the company's common stock under the Purchase Plan. The purchase price per share is equal to 85% of the fair market value of the stock on specified dates. Sales under the Purchase Plan in fiscal 2008, 2007 and 2006 were 47,200, 58,331, and 82,851 shares of common stock at an average price of $1.34, $3.66, and $4.73 per share, respectively. Shares available for future purchase under the Purchase Plan are 213,607 at June 30, 2008.

Note 5 — Employee Benefit Plan:

The company maintains a defined contribution plan covering substantially all employees under Section 401(k) of the Internal Revenue Code. The company's matching contribution to the plan was $103,000, $141,000 and $185,000 for the years ended June 30, 2008, 2007 and 2006, respectively, and $949,000 for the period from inception (April 19, 1991) through June 30, 2008.

Note 6 — Income Taxes:

Deferred tax assets are summarized as follows (in thousands):

	June 30,	
	2008	**2007**
Net operating loss carryforwards	$ 115,390	$ 106,548
Tax credit carryforwards	13,797	14,981
Capitalized start-up and R&D costs	6,600	6,547
Depreciation and amortization	3,257	3,613
Share-based compensation	2,243	2,078
Reserves and accruals	207	289
Gross deferred tax assets	141,494	134,056
Less valuation allowance	(141,494)	(134,056)
Net deferred tax assets	$ --	$ --

A full valuation allowance has been established for the company's deferred tax assets at June 30, 2008 and 2007 since realization of such assets through the generation of future taxable income is uncertain. The change in the valuation allowance was approximately $7,438,000, $9,813,000 and $16,545,000 for the years ended June 30, 2008, 2007 and 2006, respectively.

The provision for income taxes differs from the amount determined by applying the U.S. statutory income tax rate to the loss before income taxes as summarized below (in thousands):

	Year Ended June 30,		
	2008	2007	2006
Tax benefit at statutory rate	$ 9,561	$ 10,047	$ 16,511
Research and development credits	1,408	852	978
Deferred tax assets not benefited	(10,058)	(9,813)	(15,457)
State NOL disallowed/expired	--	--	(1,088)
Share-based compensation	(432)	(620)	(970)
Other	(479)	(466)	26
	$ --	$ --	$ --

At June 30, 2008, the company had federal and state net operating loss carryforwards of approximately $322.4 million and $98.8 million, respectively. The federal and state net operating loss carryforwards will begin to expire in 2008. Federal and state tax credit carryforwards of $11.0 million and $8.0 million, respectively, are available to offset future taxable income. The federal tax credits will begin to expire in 2008. State research and development credits can be carried forward indefinitely.

Under the Tax Reform Act of 1986, the amounts of and the benefit from net operating losses and tax credit carryforwards that can be carried forward may be impaired or limited in certain circumstances. These circumstances include, but are not limited to, a cumulative stock ownership change of greater than 50%, as defined, over a three year period. Such an annual limitation may result in the expiration of net operating losses before utilization.

On July 1, 2007, the company adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109* ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*, and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The following table summarizes the activity related to the company's gross unrecognized tax benefits (in thousands):

Balance at July 1, 2007 upon adoption of FIN 48……	$ 2,890,000
Increases related to prior year tax positions…….....	-
Increases related to current year tax positions……..	70,000
Balance at June 30, 2008…….....	$ 2,960,000

As of the date of adoption, the company recorded a $2.89 million reduction to deferred tax assets for unrecognized tax benefits, all of which were offset by a full valuation allowance and therefore did not result in any adjustment to the beginning balance of deficit accumulated during development stage of retained earnings on the balance sheet. The company does not anticipate a significant change to its unrecognized tax benefits over the next twelve months.

The company may from time to time be assessed interest or penalties by major tax jurisdictions, although there have been no such assessments historically. In the event the company receives an assessment for interest and/or penalties, it would be classified in the financial statements as income tax expense. As of July 1, 2007 open tax years in major jurisdictions date back to 1993 due to the taxing authorities' ability to adjust operating loss carry forwards.

Note 7 — Commitments:

The company leases its facility under non-cancelable operating leases that expire in fiscal 2009 and 2010 (based on a lease amendment entered into on July 11, 2008, see Note 9). Future minimum lease payments under the non-cancelable operating leases are as follows (in thousands):

	Operating Lease Commitments
2009	$ 918
2010	763
2011	644
2012	330
Total minimum lease payments and operating lease income	$ 2,655

Rent expense for the years ended June 30, 2008, 2007 and 2006 was $952,000, $996,000 and $1,278,000, respectively, and $16,107,000 for the period from inception (April 19, 1991) through June 30, 2008. Sublease income was $0 for each of the years ended June 30, 2008, 2007 and 2006, and $924,000 from the period from inception (April 19, 1991) through June 30, 2008. The terms of the facility lease provide for rental payments on a graduated scale. The company recognizes rent expense on a straight-line basis over the lease period and has accrued for rent expense incurred but not paid at June 30, 2008.

Note 8 — Quarterly Results (Unaudited)

The following table is in thousands, except per share amounts:

	Quarter Ended			
Fiscal 2008	**September 30,**	**December 31,**	**March 31,**	**June 30,**
Loss from operations	$ (7,307)	$ (6,218)	$ (7,220)	$ (4,767)
Net loss	(6,830)	(5,860)	(6,980)	(4,628)
Basic and diluted net loss per share	$ (0.26)	$ (0.23)	$ (0.27)	$ (0.18)
Shares used in computation of basic and diluted net loss per share	25,968	25,986	25,994	26,008

	Quarter Ended			
Fiscal 2007	**September 30,**	**December 31,**	**March 31,**	**June 30,**
Loss from operations	$ (6,983)	$ (6,496)	$ (7,374)	$ (7,539)
Net loss	(6,491)	(5,977)	(6,759)	(6,990)[1]
Basic and diluted net loss per share	$ (0.31)	$ (0.25)	$ (0.26)	$ (0.27)
Shares used in computation of basic and diluted net loss per share	20,968	23,837	25,938	25,958

Note 9 – Subsequent Event

On July 11, 2008 the company entered into a lease amendment for its facility that reduced the amount of leased space from 64,776 square feet to 47,520 square feet. The amendment resulted in a lease of 15,000 square feet that expires in December 2009 and a lease for 32,520 square feet that expires in December 2011.

Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

Not Applicable.

Item 9A. ***Controls and Procedures***

(a) Evaluation of Disclosure Controls and Procedures:

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of June 30, 2008, the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

(b) Management's Annual Report on Internal Control Over Financial Reporting:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2008 based on the framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of June 30, 2008.

Management's assessment of the effectiveness of our internal control over financial reporting as of June 30, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included on page 45 of this Annual Report on Form 10-K.

(c) Changes in Internal Control Over Financial Reporting:

There has been no change in the company's internal control over financial reporting during the company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

Item 9B. ***Other Information***

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Certain information required by this Item 10 is hereby incorporated by reference to the information under (i) the caption, "Election of Directors" and (ii) "Audit Committee," (iii) "Code of Business Conduct and Ethics," and "Section 16(a) Beneficial Ownership Reporting Compliance," contained in the company's Definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days from the end of the Company's last fiscal year.

Item 11. Executive Compensation

The information required by this Item 11 is incorporated by reference to the information under the caption "Executive Compensation and Other Information" in the Definitive Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 with respect to stock ownership of certain beneficial owners and management and securities authorized for issuance under equity compensation plans are incorporated by reference to the information under the captions "Stock Ownership of Management and Certain Beneficial Owners" and "Securities Authorized For Issuance Under Equity Compensation Plans" in the Definitive Proxy Statement.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this Item 13 is incorporated by reference to the information under the caption "Certain Relationships and Related Transactions" in the Definitive Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this Item 14 is incorporated by reference to the information in the Definitive Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. **Financial Statements**

See Index to Financial Statements under Item 8 on page 44.

(a) 2. **Financial Statement Schedules**

All schedules are omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Financial Statements or notes thereto.

(a) 3. **Exhibits**

See Index to Exhibit beginning on page 73.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 5, 2008

PHARMACYCLICS, INC.

By: /s/ RICHARD A. MILLER, M.D.
Richard A. Miller, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Richard A. Miller and Leiv Lea, or either of them as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ RICHARD A. MILLER, M.D. Richard A. Miller, M.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	September 5, 2008
/s/ LEIV LEA Leiv Lea	Vice President, Finance and Administration and Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	September 5, 2008
/s/ ROBERT W. DUGGAN Robert W. Duggan	Director	September 5, 2008
/s/ MILES R. GILBURNE Miles R. Gilburne	Director	September 5, 2008
/s/ JAMES L. KNIGHTON James L. Knighton	Director	September 5, 2008
/s/ RICHARD M. LEVY, PH.D. Richard M. Levy	Director	September 5, 2008
/s/ CHRISTINE A. WHITE, M.D. Christine A. White, M.D.	Director	September 5, 2008

EXHIBITS INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit of the same number to Form 8-A12G/A filed on May 21, 2002).
3.2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit of the same number to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2001).
3.3	Amendment to the Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Periodic Report on Form 8-K filed on August 9, 2006).
3.4	Form of Amended and Restated Certificate of Designation of Series A Junior Participating Preferred Stock of the Company (incorporated by reference to Exhibit 3.2 to Form 8-A12G/ filed on May 21, 2002).
3.5	Certificate of Elimination of the Certificate of Designation of Series A Junior Participating Preferred Stock of Pharmacyclics, Inc. (incorporated by reference to Exhibit of the same number to the Annual Report on Form 10-K for the year ended June 30, 2006).
4.1	Amended and Restated Rights Agreement, dated as of February 15, 2002 (incorporated by reference to Exhibit 3.2 to Form 8-A12G/A filed on May 21, 2002).
4.2	Specimen Certificate of the Company's Common Stock (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).
4.3*	Stock Purchase Agreement By and Between Pharmacyclics, Inc. and Applera Corporation dated April 7, 2006 (incorporated by reference to Exhibit 4.3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
4.4	Amendment to the Amended and Restated Rights Agreement, dated as of August 7, 2006, by and between Pharmacyclics, Inc. and Computershare Trust Company, N.A. (formerly EquiServe Trust Company, N.A.) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 11, 2006).
10.6*	Patent License Agreement entered into between the Company and The University of Texas, Austin entered into on or about July 1, 1991 (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).
10.7*	Patent License Agreement entered into between the Company and The University of Texas, Dallas dated as of July 1, 1992, as amended by the Patent License Agreement dated May 27, 1993 (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).

10.8*	Patent License Agreement entered into between the Company and Stuart W. Young dated as of October 15, 1992 (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).
10.9	Lease Agreement entered into between the Company and New England Mutual Life Insurance Company dated as of June 17, 1993, as amended on July 22, 1993, and as further amended on March 1, 1994 (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).
10.13+	The Company's 1995 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8, Commission File No. 333-52881).
10.14+	The Company's 1995 Non-Employee Directors' Stock Option Plan (incorporated by reference to Exhibit 99.7 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).
10.15+	The Company's Employee Stock Purchase Plan as amended on June 3, 2005 (incorporated by reference to Exhibit of the same number to the Annual Report on Form 10-K for the year ended June 30, 2005).
10.16+	Employment Agreement entered into between the Company and Richard A. Miller, M.D. dated as of June 10, 1992 (incorporated by reference to Exhibit 10.19 to the Company's Registration Statement on Form S-1, Commission File No. 33-96048).
10.22+	Form of Notice of Grant of Stock Option generally to be used under the 1995 Stock Option Plan (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).
10.23+	Form of Stock Option Agreement (incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8, Commission File No. 333-52881).
10.25+	Form of Addendum to Stock Option Agreement (Special Tax Election) (incorporated by reference to Exhibit 99.5 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).
10.26+	Form of Addendum to Stock Option Agreement (Involuntary Termination following Change in Control) (incorporated by reference to Exhibit 99.6 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).
10.27+	Form of Notice of Grant of Automatic Stock Option (Initial Grant) (incorporated by reference to Exhibit 99.8 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).
10.28+	Form of Notice of Grant of Automatic Stock Option (Annual Grant) (incorporated by reference to Exhibit 99.9 to the Company's Registration Statement on Form S-8, Commission File No. 33-

98514).

10.29+ Form of Non-Employee Director Stock Option Agreement (incorporated by reference to Exhibit 99.10 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).

10.30+ Form of Employee Stock Purchase Plan Enrollment/Change Form (incorporated by reference to Exhibit 99.12 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).

10.31+ Form of Stock Purchase Agreement (incorporated by reference to Exhibit 99.13 to the Company's Registration Statement on Form S-8, Commission File No. 33-98514).

10.38+ Employment Agreement, dated December 18, 1997, by and between the Company and Leiv Lea (incorporated by reference to Exhibit 10.38 to the Quarterly report on Form 10-Q for the quarter ended March 31, 1998).

10.44* Master Development and Supply Agreement, dated March 20, 2000 by and between Cook Imaging Corporation, D.B.A. Cook Pharmaceutical Solutions, and the Registrant (incorporated by reference to Exhibit 10.1 to the Quarterly report on Form 10-Q for the quarter ended March 31, 2000).

10.47* Supply Agreement, dated December 11, 2000 by and between Dixie Chemical Company and the Registrant (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2000).

10.48* Supply Agreement, dated December 18, 2000 by and between Lonza, AG and the Registrant (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2000).

10.49 Lease and Lease Termination Agreement dated June 14, 2000 by and between the Registrant and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.49 to the Annual Report on Form 10-K for the year ended June 30, 2001).

10.50 First Amendment to New Lease dated April 10, 2001 by and between the Registrant and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.50 to the Annual Report on Form 10-K for the year ended June 30, 2001).

10.51 Second Amendment to New Lease dated June 29, 2001 by and between the Registrant and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.51 to the Annual Report on Form 10-K for the year ended June 30, 2001).

10.53* Supply Agreement, dated August 17, 2001 by and between EMS-Dottikon AG and the Registrant (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2001).

10.54	Third Amendment to New Lease dated February 5, 2003 by and between the Registrant and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2003).
10.55	Form of Indemnification Agreement between the Company and its directors and executive officers (incorporated by reference to Exhibit 10.55 to the Annual Report on Form 10-K for the year ended June 30, 2004).
10.56+	Company's 2004 Equity Incentive Award Plan (the "2004 Plan") (incorporated by reference Exhibit B to the Company's 2004 Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on October 26, 2004).
10.57+	Form of Option Agreement for the 2004 Plan (incorporated by reference from Exhibit 99.1 Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 22, 2004).
10.58+	Form of Non-employee Director Option Agreement for the 2004 Plan (incorporated by reference from Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities Exchange Commission on December 22, 2004).
10.59+	Form of Amendment to Form of Notice of Grant of Stock Option used under the Company's 1995 Stock Option Plan (the "1995 Plan") (incorporated by reference to Exhibit 10.5 to the quarterly Report on Form 10-Q for the quarter ended December 31, 2004).
10.60+	Form of Non-Employee Directors Stock Option Election Option Agreement used under the Company's 1995 Plan (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2004).
10.61	First Amendment To Patent License Agreement entered into on or about July 1, 1991 by and between the Company and the University of Texas System, Austin (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2005).
10.64*	Assignment Agreement By and Between Pharmacyclics, Inc. and Applera Corporation dated April 7, 2006 (incorporated by reference to Exhibit 10.64 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
10.65	Fourth Amendment to New Lease dated August 14, 2006 by and between the Company and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 17, 2006).
10.66+	Offer letter dated May 2, 2007, by and between the Company and Michael K. Inouye (incorporated by reference to Exhibit 10.66 to the company’s Annual Report on Form 10-K for the year ended June 30, 2007).

10.67	Fifth Amendment to New Lease dated July 11, 2008 by and between the Registrant and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.6 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 15, 2008).
10.68**	Amendment No. 1 to Assignment Agreement By and Between Pharmacyclics, Inc. and Applera Corporation dated May 12, 2008.
10.69+	Form of Severance Agreement between the Company and certain executive officers.
10.70+	Offer letter dated July 9, 2008 by and between the Company and James Lowder, M.D.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (see page 72).
31.1	Section 302 Certification of Chief Executive Officer.
31.2	Section 302 Certification of Chief Financial Officer.
32.1	Section 906 Certification of Chief Executive Officer and Chief Financial Officer.

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* Confidential treatment has been granted as to certain portions of this agreement.
\+ Indicates a management contract or compensatory plan or arrangement.
** Confidential treatment has been requested as to certain portions of this agreement.