

COMPLETE GENOMICS INC
Form 4
November 16, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENTERPRISE PARTNERS VI LP

2. Issuer Name and Ticker or Trading Symbol
COMPLETE GENOMICS INC
[GNOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2010

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

C/O ENTERPRISE PARTNERS, 2223 AVENIDA DE LA PLAYA, SUITE 300

(Street)

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

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

LA JOLLA, CA 92037-3218

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	11/16/2010		C		315,746	A	(1) 315,746
Common Stock, par value \$0.001	11/16/2010		C		257,677	A	(3) 573,423
Common Stock, par	11/16/2010		C		177,084	A	(4) 750,507

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value \$0.001							
Common Stock, par value \$0.001	11/16/2010	C	488,789	A	(\$)	1,239,296	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	C	547,094	A	(\$)	1,786,390	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	X	308,930	A	\$ 1.5	2,095,320	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	F	51,489	D	\$ 9	2,043,831	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	X	32,364	A	\$ 7.56	2,076,195	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	F	27,186	D	\$ 9	2,049,009	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	X	17,261	A	\$ 7.56	2,066,270	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	F	14,500	D	\$ 9	2,051,770	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	X	2,958	A	\$ 7.56	2,054,728	D ⁽²⁾
Common Stock, par value \$0.001	11/16/2010	F	2,485	D	\$ 9	2,052,243	D ⁽²⁾
Common Stock, par value	11/16/2010	X	1,096	A	\$ 7.56	2,053,339	D ⁽²⁾

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\$0.001

Common
Stock, par
value
\$0.001

11/16/2010

F 921 D \$ 9 2,052,418 D ⁽²⁾

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Preferred Stock ⁽¹⁾	⁽¹⁾	11/16/2010		C	315,746	⁽⁶⁾ ⁽⁷⁾	Common Stock 315,746
Series B Preferred Stock ⁽³⁾	⁽³⁾	11/16/2010		C	257,677	⁽⁶⁾ ⁽⁷⁾	Common Stock 257,677
Series C Preferred Stock ⁽⁴⁾	⁽⁴⁾	11/16/2010		C	177,084	⁽⁶⁾ ⁽⁷⁾	Common Stock 177,084
Series D Preferred Stock ⁽⁵⁾	⁽⁵⁾	11/16/2010		C	488,789	⁽⁶⁾ ⁽⁷⁾	Common Stock 488,789
Series E Preferred Stock ⁽⁵⁾	⁽⁵⁾	11/16/2010		C	547,094	⁽⁶⁾ ⁽⁷⁾	Common Stock 547,094
Warrant to Purchase Common Stock	\$ 1.5	11/16/2010		X	308,930	⁽⁸⁾ 08/12/2016	Common Stock 308,930
Warrant to	\$ 11.642 ⁽⁹⁾	11/16/2010		J ⁽¹⁰⁾	924	⁽⁸⁾ 02/21/2012	Common Stock 924

Purchase
Series B
Preferred
Stock ⁽³⁾

Warrant
to

Purchase Series B Preferred Stock ⁽³⁾	\$ 11.642 ⁽⁹⁾	11/16/2010	J ⁽¹⁰⁾	242	⁽⁸⁾	03/12/2012	Common Stock	242
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Warrant
to
Purchase Series D Preferred Stock ⁽⁵⁾

Warrant
to
Purchase Series D Preferred Stock ⁽⁵⁾

Warrant
to
Purchase Series D Preferred Stock ⁽⁵⁾

Warrant
to
Purchase Series D Preferred Stock ⁽⁵⁾

Purchase Series D Preferred Stock ⁽⁵⁾	\$ 7.56	11/16/2010	X	32,364	⁽⁸⁾	02/13/2014	Common Stock	32,364
Purchase Series D Preferred Stock ⁽⁵⁾	\$ 7.56	11/16/2010	X	17,261	⁽⁸⁾	04/06/2014	Common Stock	17,261
Purchase Series D Preferred Stock ⁽⁵⁾	\$ 7.56	11/16/2010	X	2,958	⁽⁸⁾	06/12/2014	Common Stock	2,958
Purchase Series D Preferred Stock ⁽⁵⁾	\$ 7.56	11/16/2010	X	1,096	⁽⁸⁾	08/05/2014	Common Stock	1,096

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENTERPRISE PARTNERS VI LP C/O ENTERPRISE PARTNERS 2223 AVENIDA DE LA PLAYA, SUITE 300 LA JOLLA, CA 92037-3218		X		

Signatures

/s/ Andrew E. Senyei, Managing Director, Enterprise Partners VI,
L.P.

11/16/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issuer's initial public offering. Shares are reported on an "as converted" basis giving effect to the 4.615101 conversion ratio applicable to such shares.
- The shares are owned by Enterprise Partners VI, LP ("Enterprise VI"). Enterprise Management Partners VI, LLC ("Enterprise VI LLC") serves as the general partner of Enterprise VI. Andrew E. Senyei, M.D. is a managing director of Enterprise VI LLC and shares voting and investment power over the shares held by Enterprise VI.
- (2) Issuer's initial public offering. Shares are reported on an "as converted" basis giving effect to the 5.926613 conversion ratio applicable to such shares.
- Each share of Series B Preferred Stock was automatically converted into common stock immediately prior to the completion of the Issuer's initial public offering. Shares are reported on an "as converted" basis giving effect to the 5.926613 conversion ratio applicable to such shares.
- (3) Issuer's initial public offering. Shares are reported on an "as converted" basis giving effect to the 8.241076 conversion ratio applicable to such shares.
- Each share of Series C Preferred Stock was automatically converted into common stock immediately prior to the completion of the Issuer's initial public offering. Shares are reported on an "as converted" basis giving effect to the 8.241076 conversion ratio applicable to such shares.
- (4) Issuer's initial public offering.
- Each share of Series D and Series E Preferred Stock was automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering.
- (5) The securities are immediately convertible.
- (6) The expiration date is not relevant to the conversion of these securities.
- (7) The warrant is immediately exercisable.
- (8) The Exercise Price of the Warrant to Purchase Series B Preferred Stock is \$69.00 per share of Series B Preferred Stock. The exercise price is reported on an "as converted" basis after giving effect to the 5.926613 conversion ratio.
- (9) Warrant canceled pursuant to its terms concurrent with closing of Issuer's initial public offering.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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