

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 *
OVP VENTURE 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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O OVP VENTURE PARTNERS, 1010 MARKET STREET

(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
X Form filed by More than One Reporting Person

KIRKLAND, WA 98033

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 | 11/16/2010 | | C | | 309,433 | A | (1) 309,433 |
| Common Stock, par value \$0.001 | 11/16/2010 | | C | | 252,521 | A | (2) 561,954 |
| Common Stock, par | 11/16/2010 | | C | | 173,548 | A | (3) 735,502 |

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| | | | | | | | |
|--|------------|---|---------|---|----------------|-----------|---|
| value \$0.001 | | | | | | | |
| Common Stock, par value \$0.001 | 11/16/2010 | C | 722,185 | A | (4) | 1,457,687 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | C | 828,829 | A | (4) | 2,286,516 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 444,591 | A | \$ 1.5 | 2,731,107 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 74,099 | D | \$ 9 | 2,657,008 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 31,717 | A | \$ 7.56 | 2,688,725 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 26,643 | D | \$ 9 | 2,662,082 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 33,832 | A | \$ 7.56 | 2,695,914 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 28,419 | D | \$ 9 | 2,667,495 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 11,258 | A | \$ 7.56 | 2,678,753 | D |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 9,457 | D | \$ 9 | 2,669,296 | D |
| Common Stock, par value | 11/16/2010 | X | 1,088 | A | \$ 7.56 | 2,670,384 | D |

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\$0.001

Common
Stock, par
value
\$0.001

11/16/2010

F 914 D \$ 9 2,669,470 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/16/2010 | | C | | 309,433 | <u>(7)</u> | <u>(8)</u> | Common Stock | 309,433 |
| Series A Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/16/2010 | | C | | 6,313 | <u>(7)</u> | <u>(8)</u> | Common Stock | 6,313 |
| Series B Preferred Stock ⁽²⁾ | <u>(2)</u> | 11/16/2010 | | C | | 252,521 | <u>(7)</u> | <u>(8)</u> | Common Stock | 252,521 |
| Series B Preferred Stock ⁽²⁾ | <u>(2)</u> | 11/16/2010 | | C | | 5,150 | <u>(7)</u> | <u>(8)</u> | Common Stock | 5,150 |
| Series C Preferred Stock ⁽³⁾ | <u>(3)</u> | 11/16/2010 | | C | | 173,548 | <u>(7)</u> | <u>(8)</u> | Common Stock | 173,548 |
| Series C Preferred Stock ⁽³⁾ | <u>(3)</u> | 11/16/2010 | | C | | 3,535 | <u>(7)</u> | <u>(8)</u> | Common Stock | 3,535 |
| Series D Preferred Stock ⁽⁴⁾ | <u>(4)</u> | 11/16/2010 | | C | | 722,185 | <u>(7)</u> | <u>(8)</u> | Common Stock | 722,185 |
| | <u>(4)</u> | 11/16/2010 | | C | | 9,477 | <u>(7)</u> | <u>(8)</u> | | 9,477 |

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| | | | | | | | | | |
|---|--------------------------|------------|-------------------|---------|----------------|----------------|--|--------------|---------|
| Series D Preferred Stock ⁽⁴⁾ | | | | | | | | Common Stock | |
| Series E Preferred Stock ⁽⁴⁾ | ⁽⁴⁾ | 11/16/2010 | C | 828,829 | ⁽⁷⁾ | ⁽⁸⁾ | | Common Stock | 828,829 |
| Series E Preferred Stock ⁽⁴⁾ | ⁽⁴⁾ | 11/16/2010 | C | 4,767 | ⁽⁷⁾ | ⁽⁸⁾ | | Common Stock | 4,767 |
| Warrant to Purchase Common Stock | \$ 1.5 | 11/16/2010 | X | 444,591 | ⁽⁹⁾ | 08/12/2016 | | Common Stock | 444,591 |
| Warrant to Purchase Common Stock | \$ 1.5 | 11/16/2010 | X | 3,134 | ⁽⁹⁾ | 08/12/2016 | | Common Stock | 3,134 |
| Warrant to Purchase Series B Preferred Stock ⁽³⁾ | \$ 11,642 ⁽⁶⁾ | 11/16/2010 | J ⁽¹⁰⁾ | 906 | ⁽⁹⁾ | 02/21/2012 | | Common Stock | 906 |
| Warrant to Purchase Series B Preferred Stock ⁽³⁾ | \$ 11,642 ⁽⁶⁾ | 11/16/2010 | J ⁽¹⁰⁾ | 17 | ⁽⁹⁾ | 02/21/2012 | | Common Stock | 17 |
| Warrant to Purchase Series B Preferred Stock ⁽³⁾ | \$ 11,642 ⁽⁶⁾ | 11/16/2010 | J ⁽¹⁰⁾ | 237 | ⁽⁹⁾ | 03/12/2012 | | Common Stock | 237 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OVP VENTURE PARTNERS VI LP C/O OVP VENTURE PARTNERS | | X | | |

1010 MARKET STREET
KIRKLAND, WA 98033

OVP VI ENTREPRENEURS FUND LP
1010 MARKET STREET
KIRKLAND, WA 98033

X

Signatures

/s/ Charles P. Waite, Jr., Managing Member, OVP Venture Partners VI,
L.P. 11/16/2010

__Signature of Reporting Person Date

/s/ Charles P. Waite, Jr., Managing Member, OVP VI Entrepreneurs Fund,
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) Each share of Series A 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 4.615101 conversion ratio applicable to such shares.
 - (2) 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) 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) 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.
 - (6) The shares are owned by OVP VI Entrepreneurs Fund, L.P. ("OVP VI Entrepreneurs"). OVMC VI LLC serves as the general partner of OVP VI Entrepreneurs. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power over the shares held by OVP VI Entrepreneurs. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
 - (7) The securities are immediately convertible.
 - (8) The expiration date is not relevant to the conversion of these securities.
 - (9) The warrant is immediately exercisable.
 - (10) Warrant canceled pursuant to its terms current with closing of Issuer's initial public offering.

Remarks:

Form 1 of 2

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