

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 V L P

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 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)
X 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)	
				(A) or (D)	Price			
Common Stock, par value \$0.001	11/16/2010		C	176,737	A	①	176,737	D ②
Common Stock, par value \$0.001	11/16/2010		C	259,458	A	⑤	436,195	D ②
Common Stock, par	11/16/2010		X	138,794	A	\$	574,989	D ②
							7.56	

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value \$0.001								
Common Stock, par value \$0.001	11/16/2010	F	23,133	D	\$ 9	551,856	D ⁽²⁾	
Common Stock, par value \$0.001	11/16/2010	X	17,261	A	\$ 7.56	569,117	D ⁽²⁾	
Common Stock, par value \$0.001	11/16/2010	F	14,500	D	\$ 9	554,617	D ⁽²⁾	
Common Stock, par value \$0.001	11/16/2010	X	8,378	A	\$ 7.56	562,995	D ⁽²⁾	
Common Stock, par value \$0.001	11/16/2010	F	7,038	D	\$ 9	555,957	D ⁽²⁾	
Common Stock, par value \$0.001	11/16/2010	P ⁽⁶⁾	111,111	A	\$ 9	667,068	D ⁽²⁾	

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

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(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 D Preferred	<u>(1)</u>	11/16/2010		C	176,737	<u>(3)</u>	<u>(4)</u>	Common Stock	176,737

Stock ⁽¹⁾									
Series E Preferred Stock ⁽¹⁾	Ⓐ	11/16/2010	C	259,458	⁽³⁾	⁽⁴⁾		Common Stock	259,458
Warrant to Purchase Common Stock	\$ 1.5	11/16/2010	X	138,794	⁽⁵⁾	08/12/2016		Common Stock	138,794
Warrant to Purchase Series D Preferred Stock	\$ 7.56	11/16/2010	X	17,261	⁽⁵⁾	04/06/2014		Common Stock	17,261
Warrant to Purchase Series D Preferred Stock	\$ 7.56	11/16/2010	X	8,378	⁽⁵⁾	06/12/2014		Common Stock	8,378

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENTERPRISE PARTNERS V L P 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 V, 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 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.
The shares are owned by Enterprise Partners V, LP ("Enterprise V"). Enterprise Management Partners V, LLC ("Enterprise V LLC")
 - (2) serves as the general partner of Enterprise V. Andrew E. Senyei, M.D. is a managing director of Enterprise V LLC and shares voting and investment power over the shares held by Enterprise V.
 - (3) The securities are immediately convertible.
 - (4) The expiration date is not relevant to the conversion of these securities.

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- (5) The warrant is immediately exercisable.
- (6) Enterprise V purchased an additional 111,111 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$9.00 per share.

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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