

COMPLETE GENOMICS INC

Form 4

November 16, 2010

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENTERPRISE PARTNERS V L P

(Last) (First) (Middle)

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

(Street)

LA JOLLA, CA 92037-3218

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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