

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

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\$0.001

Common  
Stock, par  
value  
\$0.001

11/16/2010

F 921 D \$ 9 2,052,418 D <sup>(2)</sup>

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.**

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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 A Preferred Stock <sup>(1)</sup>    | <sup>(1)</sup>   | 11/16/2010                           |  | C                              | 315,746   | <sup>(6)</sup> <sup>(7)</sup>                            | Common Stock 315,746  |
| Series B Preferred Stock <sup>(3)</sup>    | <sup>(3)</sup>   | 11/16/2010                           |  | C                              | 257,677   | <sup>(6)</sup> <sup>(7)</sup>                            | Common Stock 257,677  |
| Series C Preferred Stock <sup>(4)</sup>    | <sup>(4)</sup>   | 11/16/2010                           |  | C                              | 177,084   | <sup>(6)</sup> <sup>(7)</sup>                            | Common Stock 177,084  |
| Series D Preferred Stock <sup>(5)</sup>    | <sup>(5)</sup>   | 11/16/2010                           |  | C                              | 488,789   | <sup>(6)</sup> <sup>(7)</sup>                            | Common Stock 488,789  |
| Series E Preferred Stock <sup>(5)</sup>    | <sup>(5)</sup>   | 11/16/2010                           |  | C                              | 547,094   | <sup>(6)</sup> <sup>(7)</sup>                            | Common Stock 547,094  |
| Warrant to Purchase Common Stock           | \$ 1.5   | 11/16/2010                           |  | X                              | 308,930   | <sup>(8)</sup> 08/12/2016                                | Common Stock 308,930  |
| Warrant to                                 | \$ 11.642 <sup>(9)</sup>                               | 11/16/2010                           |  | J <sup>(10)</sup>              | 924   | <sup>(8)</sup> 02/21/2012                                | Common Stock 924  |

|   |                          |            |                   |        |                |            |              |        |  |
|---|--------------------------|------------|-------------------|--------|----------------|------------|--------------|--------|--|
| Purchase Series B Preferred Stock <sup>(3)</sup>            |                          |            |                   |        |                |            |              |        |  |
| Warrant to Purchase Series B Preferred Stock <sup>(3)</sup> | \$ 11.642 <sup>(9)</sup> | 11/16/2010 | J <sup>(10)</sup> | 242    | <sup>(8)</sup> | 03/12/2012 | Common Stock | 242    |  |
| Warrant to Purchase Series D Preferred Stock <sup>(5)</sup> | \$ 7.56                  | 11/16/2010 | X                 | 32,364 | <sup>(8)</sup> | 02/13/2014 | Common Stock | 32,364 |  |
| Warrant to Purchase Series D Preferred Stock <sup>(5)</sup> | \$ 7.56                  | 11/16/2010 | X                 | 17,261 | <sup>(8)</sup> | 04/06/2014 | Common Stock | 17,261 |  |
| Warrant to Purchase Series D Preferred Stock <sup>(5)</sup> | \$ 7.56                  | 11/16/2010 | X                 | 2,958  | <sup>(8)</sup> | 06/12/2014 | Common Stock | 2,958  |  |
| Warrant to Purchase Series D Preferred Stock <sup>(5)</sup> | \$ 7.56                  | 11/16/2010 | X                 | 1,096  | <sup>(8)</sup> | 08/05/2014 | Common Stock | 1,096  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ENTERPRISE PARTNERS VI LP<br>C/O ENTERPRISE PARTNERS<br>2223 AVENIDA DE LA PLAYA, SUITE 300<br>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) 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.  
  
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) 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.
- (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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