

COMPLETE GENOMICS INC

Form 4

November 16, 2010

FORM 4**UNITED 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 *
ESSEX WOODLANDS HEALTH
VENTURES FUND VIII LP

(Last) (First) (Middle)

C/O ESSEX WOODLANDS
HEALTH VENTURES, 21
WATERWAY AVENUE, SUITE
225

(Street)

THE WOODLANDS, TX 77380

(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)

____ Form filed by One Reporting Person
X 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 (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		2,061,134	A	<u>11</u>	2,061,134	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001	11/16/2010		C		1,159,218	A	<u>11</u>	3,220,352	I	See Footnote <u>(2)</u>
	11/16/2010		P ⁽⁷⁾		546,268	A	\$ 9	3,766,620	I	

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Common Stock, par value \$0.001								See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	C	148,608	A	(1)	148,608	I	See Footnote (3)
Common Stock, par value \$0.001	11/16/2010	C	83,580	A	(1)	232,188	I	See Footnote (3)
Common Stock, par value \$0.001	11/16/2010	P(8)	39,386	A	\$ 9	271,574	I	See Footnote (3)
Common Stock, par value \$0.001	11/16/2010	C	64,612	A	(1)	64,612	I	See Footnote (4)
Common Stock, par value \$0.001	11/16/2010	C	36,339	A	(1)	100,951	I	See Footnote (4)
Common Stock, par value \$0.001	11/16/2010	P(9)	17,124	A	\$ 9	118,075	I	See Footnote (4)

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 or Number of Shares
	(1)	11/16/2010		C			2,061,134	(5)	(6)		2,061,134

Series D Preferred Stock <u>(1)</u>								Common Stock	
Series D Preferred Stock <u>(1)</u>	<u>(1)</u>	11/16/2010	C	148,608	<u>(5)</u>	<u>(6)</u>		Common Stock	148,608
Series D Preferred Stock <u>(1)</u>	<u>(1)</u>	11/16/2010	C	64,612	<u>(5)</u>	<u>(6)</u>		Common Stock	64,612
Series E Preferred Stock <u>(1)</u>	<u>(1)</u>	11/16/2010	C	1,159,218	<u>(5)</u>	<u>(6)</u>		Common Stock	1,159,218
Series E Preferred Stock <u>(1)</u>	<u>(1)</u>	01/16/2010	C	83,580	<u>(5)</u>	<u>(6)</u>		Common Stock	83,580
Series E Preferred Stock <u>(1)</u>	<u>(1)</u>	01/16/2010	C	36,339	<u>(5)</u>	<u>(6)</u>		Common Stock	36,339

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND VIII LP C/O ESSEX WOODLANDS HEALTH VENTURES 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
ESSEX WOODLANDS HEALTH VENTURES FUND VIII-A LP C/O ESSEX WOODLANDS HEALTH VENTURES 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
ESSEX WOODLANDS HEALTH VENTURES FUND VIII-B LP C/O ESSEX WOODLANDS HEALTH VENTURES 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		

Signatures

/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures Fund VIII, L.P.	11/16/2010
<u> </u> **Signature of Reporting Person	Date
/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures Fund VIII-A, L.P.	11/16/2010
<u> </u> **Signature of Reporting Person	Date
	11/16/2010

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/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures Fund VIII-B,
L.P.

__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 will automatically convert on a 1 for 1 basis into common stock upon the closing of the Issuer's initial public offering.

The shares are owned by Essex Woodlands Health Ventures Fund VIII, L.P. ("Essex Woodlands Ventures Fund"). Essex Woodlands Health Ventures VIII, L.P. ("Essex Ventures L.P.") serves as the general partner of Essex Woodlands Ventures Fund and Essex Woodlands Health Ventures VIII, LLC ("Essex Ventures LLC") serves as the general partner of Essex Ventures L.P. James Currie, Ron

- (2) Eastman, Jeff Himawan, Ph.D., Guido Neels, Martin Sutter, Immanuel Thangaraj, Petri Vainio, M.D., Ph.D. and Steve Wiggins are managing directors of Essex Ventures LLC and are deemed to have shared voting and investment power over the shares held by Essex Woodlands Ventures Fund. Each of the managing directors disclaims beneficial ownership of the shares held by Essex Woodlands Ventures Fund except to the extent of any pecuniary interest therein.

The shares are owned by Essex Woodlands Health Ventures Fund VIII A, L.P. ("Essex Woodlands Fund A"). Essex Ventures L.P. serves as the general partner of Essex Woodlands Fund A and Essex Ventures LLC serves as the general partner of Essex Ventures L.P. James

- (3) Currie, Ron Eastman, Jeff Himawan, Ph.D., Guido Neels, Martin Sutter, Immanuel Thangaraj, Petri Yaino, M.D., Ph.D. and Steve Wiggins are managing directors of Essex Ventures LLC and are deemed to have shared voting and investment power over the shares held by Essex Woodlands Fund A. Each of the managing directors disclaims beneficial ownership of the shares held by Essex Woodlands Fund A except to the extent of any pecuniary interest therein.

The shares are owned by Essex Woodlands Health Ventures Fund VIII B, L.P. ("Essex Woodlands Fund B"). Essex Ventures L.P. serves as the general partner of Essex Woodlands Fund B and Essex Ventures LLC serves as the general partner of Essex Ventures L.P. James

- (4) Currie, Ron Eastman, Jeff Himawan, Ph.D., Guido Neels, Martin Sutter, Immanuel Thangaraj, Petri Yaino, M.D., Ph.D. and Steve Wiggins are managing directors of Essex Ventures LLC and are deemed to have shared voting and investment power over the shares held by Essex Woodlands Fund B. Each of the managing directors disclaims beneficial ownership of the shares held by Essex Woodlands Fund B except to the extent of any pecuniary interest therein.

- (5) The securities are immediately convertible.

- (6) The expiration date is not relevant to the conversion of these securities.

- (7) Essex Woodlands Ventures Fund purchased an additional 546,268 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$9.00 per share.

- (8) Essex Woodlands Fund A purchased an additional 39,386 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$9.00 per share.

- (9) Essex Woodlands Fund B purchased an additional 17,124 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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