

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

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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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