COMPLETE GENOMICS INC
Form 4
November 16, 2010

FORM 4

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OVP VENTURE PARTNERS VI LP

(Last) (First) (Middle)

C/O OVP VENTURE PARTNERS, 1010 MARKET STREET

(Street)

KIRKLAND, WA 98033

(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		6,313	A	(1)	6,313	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010		C		5,150	A	(3)	11,463	I	See Footnote (6)
Common Stock, par	11/16/2010		C		3,535	A	(4)	14,998	I	See Footnote

value $0.001								(6)
Common Stock, par value $0.001	11/16/2010	C	9,477	A	(5)	24,475	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	C	4,767	A	(5)	29,242	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	X	3,134	A	$ 1.5	32,376	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	F	523	D	$ 9	31,853	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	X	647	A	$ 7.56	32,500	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	F	544	D	$ 9	31,956	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	X	690	A	$ 7.56	32,646	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	F	580	D	$ 9	32,066	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	X	79	A	$ 7.56	32,145	I	See Footnote (6)
Common Stock, par value $0.001	11/16/2010	F	67	D	$ 9	32,078	I	See Footnote (6)
Common Stock, par value	11/16/2010	X	7	A	$ 7.56	32,085	I	See Footnote (6)

$0.001									
Common Stock, par value $0.001	11/16/2010		F	6	D	$ 9	32,079	I	See Footnote (6)

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

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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
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X			31,717	(9)	02/13/2014	Common Stock	31,717
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X			647	(9)	02/13/2014	Common Stock	647
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X			33,832	(9)	04/06/2014	Common Stock	33,832
Warrant to Purchase Series D	$ 7.56	11/16/2010		X			690	(9)	04/06/2014	Common Stock	690

Preferred Stock (5)									
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X	11,258	(9)	06/12/2014	Common Stock	11,258
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X	79	(9)	06/12/2014	Common Stock	79
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X	1,088	(9)	08/05/2014	Common Stock	1,088
Warrant to Purchase Series D Preferred Stock (5)	$ 7.56	11/16/2010		X	7	(9)	08/05/2014	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VI LP C/O OVP VENTURE PARTNERS 1010 MARKET STREET KIRKLAND, WA 98033		X		
OVP VI ENTREPRENEURS FUND LP 1010 MARKET STREET KIRKLAND, WA 98033		X		

Signatures

/s/ Charles P. Waite, Jr., Managing Member, OVP Venture Partners VI, L.P.	11/16/2010
**Signature of Reporting Person	Date
/s/ Charles P. Waite, Jr., Managing Member, OVP VI Entrepreneurs Fund, 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.
(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 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.
(6)	The shares are owned by OVP VI Entrepreneurs Fund, L.P. ("OVP VI Entrepreneurs"). OVMC VI LLC serves as the general partner of OVP VI Entrepreneurs. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power over the shares held by OVP VI Entrepreneurs. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
(9)	The warrant is immediately exercisable.

Remarks:

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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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