

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 *
Prospect Venture Partners III 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 PROSPECT VENTURE PARTNERS, 435 TASSO STREET, SUITE 200

(Street)

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

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

PALO ALTO, CA 94301

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 | 11/16/2010 | | C | 601,248 | A (1) | 601,248 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | | C | 160,552 | A (3) | 761,800 | I | See Footnote (2) |
| Common Stock, par | 11/16/2010 | | C | 674,426 | A (4) | 1,436,226 | I | See Footnote |

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| | | | | | | | | |
|--|------------|------------------|---------|---|------------|-----------|---|------------------------|
| value \$0.001 | | | | | | | | (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | C | 807,760 | A | (4) | 2,243,986 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 29,343 | A | \$ 7.56 | 2,273,329 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 24,649 | D | \$ 9 | 2,248,680 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 31,299 | A | \$ 7.56 | 2,279,979 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 26,292 | D | \$ 9 | 2,253,687 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 10,240 | A | \$ 7.56 | 2,263,927 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 8,602 | D | \$ 9 | 2,255,325 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | X | 990 | A | \$ 7.56 | 2,256,315 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | F | 832 | D | \$ 9 | 2,255,483 | I | See Footnote (2) |
| Common Stock, par value \$0.001 | 11/16/2010 | P ⁽⁸⁾ | 333,333 | A | \$ 9 | 2,994,358 | I | See Footnote (2) |

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | |
|---|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series B Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/16/2010 | | C | | 601,248 | <u>(5)</u> | <u>(6)</u> | Common Stock | 601,248 |
| Series C Preferred Stock ⁽³⁾ | <u>(3)</u> | 11/16/2010 | | C | | 160,552 | <u>(5)</u> | <u>(6)</u> | Common Stock | 160,552 |
| Series D Preferred Stock ⁽⁴⁾ | <u>(4)</u> | 11/16/2010 | | C | | 674,426 | <u>(5)</u> | <u>(6)</u> | Common Stock | 674,426 |
| Series E Preferred Stock ⁽⁴⁾ | <u>(4)</u> | 11/16/2010 | | C | | 807,760 | <u>(5)</u> | <u>(6)</u> | Common Stock | 807,760 |
| Warrant to Purchase Series D Preferred Stock ⁽⁴⁾ | \$ 7.56 | 11/16/2010 | | X | | 29,343 | <u>(7)</u> | 02/13/2014 | Common Stock | 29,343 |
| Warrant to Purchase Series D Preferred Stock ⁽⁴⁾ | \$ 7.56 | 11/16/2010 | | X | | 31,299 | <u>(7)</u> | 04/06/2014 | Common Stock | 31,299 |
| Warrant to Purchase Series D Preferred Stock ⁽⁴⁾ | \$ 7.56 | 11/16/2010 | | X | | 10,240 | <u>(7)</u> | 06/12/2014 | Common Stock | 10,240 |
| Warrant to | \$ 7.56 | 11/16/2010 | | X | | 990 | <u>(7)</u> | 08/05/2014 | Common Stock | 990 |

Purchase
Series D
Preferred
Stock ⁽⁴⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Prospect Venture Partners III L P C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Prospect Management Co. III, L.L.C. 435 TASSO STREET SUITE 200 PALO ALTO, CA 94301 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Alexander E. Barkas, Managing Director, Prospect Management Co. III, LLC, its General Partner for PROSPECT VENTURE PARTNERS III. L.P. | 11/16/2010 |
| __Signature of Reporting Person | Date |
| /s/ Alexander E. Barkas, Managing Director for PROSPECT MANAGEMENT CO. III, LLC | 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).
- Each share of Series B Preferred Stock was automatically converted into common stock immediately prior to the completion of the
- (1) 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.
- The shares are owned by Prospect Venture Partners III, L.P. ("PVP III"). Prospect Management Co. III, L.L.C. ("PMC III") serves as the general partner of PVP III and possesses sole voting and investment control over the shares owned by PVP III and may be deemed to
- (2) have indirect beneficial ownership of the shares held by PVP III. PMC III however owns no securities of the Issuer directly. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- Each share of Series C Preferred Stock was automatically converted into common stock immediately prior to the completion of the
- (3) 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) PVP III purchased an additional 333,333 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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