

WAITE CHARLES P JR  
 Form 4  
 November 16, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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**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 \*  
 WAITE CHARLES P JR

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  10% Owner  
 Officer (give title below)  Other (specify below)

C/O OVP VENTURE PARTNERS, 1010 MARKET STREET

(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  
 Form filed by More than One Reporting Person

KIRKLAND, WA 98033

(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	309,433	A (1)	309,433	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010		C	252,521	A (3)	561,954	I	See Footnote (2)
Common Stock, par	11/16/2010		C	173,548	A (4)	735,502	I	See Footnote

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value \$0.001								(2)
Common Stock, par value \$0.001	11/16/2010	C	722,185	A	5	1,457,687	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	C	828,829	A	5	2,286,516	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	X	444,591	A	\$ 1.5	2,731,107	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	F	74,099	D	\$ 9	2,657,008	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	X	31,717	A	\$ 7.56	2,688,725	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	F	26,643	D	\$ 9	2,662,082	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	X	33,832	A	\$ 7.56	2,695,914	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	F	28,419	D	\$ 9	2,667,495	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	X	11,258	A	\$ 7.56	2,678,753	I	See Footnote (2)
Common Stock, par value \$0.001	11/16/2010	F	9,457	D	\$ 9	2,669,296	I	See Footnote (2)
Common Stock, par value	11/16/2010	X	1,088	A	\$ 7.56	2,670,384	I	See Footnote (2)

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\$0.001 Common Stock, par value \$0.001	11/16/2010	F	914	D	\$ 9	2,669,470	I	See Footnote (2)
\$0.001 Common Stock, par value \$0.001	11/16/2010	C	6,313	A	(1)	6,313	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	C	5,150	A	(3)	11,463	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	C	3,535	A	(4)	14,998	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	C	9,477	A	(5)	24,475	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	C	4,767	A	(5)	29,242	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	X	3,134	A	\$ 1.5	32,376	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	F	523	D	\$ 9	31,853	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	X	647	A	\$ 7.56	32,500	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	F	544	D	\$ 9	31,956	I	See Footnote (7)
\$0.001 Common Stock, par value \$0.001	11/16/2010	X	690	A	\$ 7.56	32,646	I	See Footnote (7)

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Common Stock, par value \$0.001	11/16/2010	F	580	D	\$ 9	32,066	I	See Footnote <u>(7)</u>
Common Stock, par value \$0.001	11/16/2010	X	79	A	\$ 7.56	32,145	I	See Footnote <u>(7)</u>
Common Stock, par value \$0.001	11/16/2010	F	67	D	\$ 9	32,078	I	See Footnote <u>(7)</u>
Common Stock, par value \$0.001	11/16/2010	X	7	A	\$ 7.56	32,085	I	See Footnote <u>(7)</u>
Common Stock, par value \$0.001	11/16/2010	F	6	D	\$ 9	32,079	I	See Footnote <u>(7)</u>

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 A Preferred Stock <u>(1)</u>	<u>(1)</u>	11/16/2010		C	309,433	<u>(8)</u> <u>(9)</u>	Common Stock 309,433
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	11/16/2010		C	6,313	<u>(8)</u> <u>(9)</u>	Common Stock 6,313
Series B Preferred	<u>(3)</u>	11/16/2010		C	252,521	<u>(8)</u> <u>(9)</u>	Common Stock 252,521

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Stock <sup>(3)</sup>									
Series B Preferred Stock <sup>(3)</sup>	<sup>(3)</sup>	11/16/2010	C	5,150	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	5,150
Series C Preferred Stock <sup>(4)</sup>	<sup>(4)</sup>	11/16/2010	C	173,548	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	173,548
Series C Preferred Stock <sup>(4)</sup>	<sup>(4)</sup>	11/16/2010	C	3,535	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	3,535
Series D Preferred Stock <sup>(5)</sup>	<sup>(5)</sup>	11/16/2010	C	722,185	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	722,185
Series D Preferred Stock <sup>(5)</sup>	<sup>(5)</sup>	11/16/2010	C	9,477	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	9,477
Series E Preferred Stock <sup>(5)</sup>	<sup>(5)</sup>	11/16/2010	C	828,829	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	828,829
Series E Preferred Stock <sup>(5)</sup>	<sup>(5)</sup>	11/16/2010	C	4,767	<sup>(8)</sup>	<sup>(9)</sup>		Common Stock	4,767
Warrant to Purchase Common Stock	\$ 1.5	11/16/2010	X	444,591	<sup>(10)</sup>	08/12/2016		Common Stock	444,591
Warrant to Purchase Common Stock	\$ 1.5	11/16/2010	X	3,134	<sup>(10)</sup>	08/12/2016		Common Stock	3,134
Warrant to Purchase Series B Preferred Stock <sup>(3)</sup>	\$ 11.642 <sup>(6)</sup>	11/16/2010	J <sup>(11)</sup>	906	<sup>(10)</sup>	02/21/2012		Common Stock	906
Warrant to Purchase Series B Preferred Stock <sup>(3)</sup>	\$ 11.642 <sup>(6)</sup>	11/16/2010	J <sup>(11)</sup>	17	<sup>(10)</sup>	02/21/2012		Common Stock	17
		11/16/2010	J <sup>(11)</sup>	237	<sup>(10)</sup>	03/12/2012			237

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Warrant to Purchase Series B Preferred Stock <sup>(3)</sup>	\$ 11.642 <u>(6)</u>							Common Stock	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	31,717	<u>(10)</u>	02/13/2014	Common Stock	31,717	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	647	<u>(10)</u>	02/13/2014	Common Stock	647	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	33,832	<u>(10)</u>	04/06/2014	Common Stock	33,832	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	690	<u>(10)</u>	04/06/2014	Common Stock	690	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	11,258	<u>(10)</u>	06/12/2014	Common Stock	11,258	
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	79	<u>(10)</u>	06/12/2014	Common Stock	79	
Warrant to Purchase Series D Preferred	\$ 7.56	11/16/2010	X	1,088	<u>(10)</u>	08/05/2014	Common Stock	1,088	

Stock <sup>(5)</sup>									
Warrant to Purchase Series D Preferred Stock <sup>(5)</sup>	\$ 7.56	11/16/2010	X	7	<u>(10)</u>	08/05/2014	Common Stock		7

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAITE CHARLES P JR C/O OVP VENTURE PARTNERS 1010 MARKET STREET KIRKLAND, WA 98033	X	X		

## Signatures

/s/ Charles P. Waite, Jr. 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 OVP Venture Partners VI, L.P. ("OVP VI"). OVMC VI, LLC ("OVMC VI LLC") serves as the general partner of OVP VI. 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. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (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 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.  
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.
- (6) The securities are immediately convertible.
- (7)
- (8)

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- (9) The expiration date is not relevant to the conversion of these securities.
- (10) The warrant is immediately exercisable.
- (11) Warrant canceled pursuant to its terms current with closing of Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.