

COMPLETE GENOMICS INC  
Form SC 14D9/A  
October 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(Amendment No. 3)**

**Solicitation/Recommendation Statement**

**under Section 14(d)(4) of the Securities Exchange Act of 1934**

**Complete Genomics, Inc.**

**(Name of Subject Company)**

**Complete Genomics, Inc.**

**(Names of Person(s) Filing Statement)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**20454K104**

**(CUSIP Number of Class of Securities)**

**A. W. Homan**

**Senior Vice President, General Counsel and Secretary**

**Complete Genomics, Inc.**

**2071 Stierlin Court**

**Mountain View, California 94043**

**(650) 943-2800**

**(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)**

*with copies to:*

**Alan C. Mendelson**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, CA 94025**

**(650) 328-4600**

..  Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 (the Amendment ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Complete Genomics, Inc. ( Complete or the Company ) filed with the Securities and Exchange Commission (the SEC ) on September 25, 2012 and amended on September 27, 2012 and October 2, 2012 (as amended, the Schedule 14D-9 ). The Schedule 14D-9 relates to the tender offer by Beta Acquisition Corporation, a Delaware corporation ( Purchaser ) and a wholly owned subsidiary of BGI-Shenzhen, a company organized under the laws of the People's Republic of China ( Parent or BGI ), to purchase all of the outstanding common stock, par value \$0.001 per share, of Complete (the Shares ), at a price of \$3.15 per Share, net to seller in cash, without interest and less any applicable withholding taxes, upon the terms and conditions set forth in the Offer to Purchase dated September 25, 2012 (the Offer to Purchase ) and the related Letter of Transmittal (which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, constitute the Offer ). The Offer is described in a Tender Offer Statement on Schedule TO filed by Parent and Purchaser with the SEC on September 25, 2012. The Offer to Purchase and the Letter of Transmittal were filed with the Schedule 14D-9 as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

**Item 8. Additional Information.**

*Item 8 of the Schedule 14D-9 is hereby amended and supplemented to add after the sixth (6<sup>th</sup>) paragraph of the section entitled Litigation the following:*

On September 28, 2012, a purported stockholder of the Company filed an alleged class action lawsuit in the Superior Court for the State of California in the County of Santa Clara captioned Derek Davis v. Complete Genomics, Inc., et al. In addition to the Company, the suit names Parent, the Purchaser and the individual directors of the Company as defendants. The action is pending and defendants have 30 days from the service of the summons to file a responsive pleading with the Court. The Davis action purports to be brought individually and on behalf of the public stockholders of the Company and alleges that the Company Board breached their fiduciary duties in connection with the proposed transaction and that Parent and the Purchaser aided and abetted the purported breaches of fiduciary duties. The Davis action seeks, among other things, injunctive relief prohibiting consummation of the proposed transaction, rescission of the proposed transaction, damages and attorneys fees and costs.

*Item 8 of the Schedule 14D-9 is hereby amended and supplemented to add to the end of the section entitled Litigation the following:*

On October 1, 2012, the plaintiff in the McNeal action, filed a Verified Amended Class Action Complaint adding a claim alleging that the members of the Company Board breached their fiduciary duty with respect to the disclosures that have been made concerning the proposed transaction. In addition, the McNeal plaintiff simultaneously filed a motion seeking to enjoin the Offer.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

**COMPLETE GENOMICS, INC.**

By: /s/ A. W. Homan

Name: A. W. Homan

Title: Senior Vice President, General Counsel and  
Secretary

Dated: October 5, 2012