

COMPLETE GENOMICS INC
Form 4
March 18, 2013

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 *
OVP VENTURE PARTNERS VI LP

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)
03/14/2013

____ Director
____ Officer (give title below)
 10% Owner
____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	03/14/2013		U		1,424,629 <u>(1)</u>	D	\$ 3.15
Common Stock, par value \$0.001					0	I	See Footnote <u>(2)</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)	8. Amount or Number of Shares
Warrant to purchase Common Stock	\$ 1.5 ⁽³⁾	03/18/2013		D	2,282	⁽³⁾ / ⁽³⁾	Common Stock	2,282
Warrant to purchase Common Stock	\$ 1.5 ⁽³⁾	03/18/2013		D	135,939	⁽³⁾ / ⁽³⁾	Common Stock	135,939
Warrant to purchase Common Stock	\$ 1.5 ⁽⁴⁾	03/18/2013		D	885	⁽⁴⁾ / ⁽⁴⁾	Common Stockj	885
Warrant to purchase Common Stock	\$ 1.5 ⁽⁴⁾	03/18/2013		D	52,735	⁽⁴⁾ / ⁽⁴⁾	Common Stock	52,735

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		

Signatures

/s/ Maureen Monahan, Attorney in Fact for OVP Venture Partners VI,
L.P.

03/18/2013

__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).

These shares were tendered to Beta Acquisition Corporation (the "Purchaser"), a wholly-owned subsidiary of BGI-Shenzhen, pursuant to Purchaser's offer to purchase all of the outstanding shares of the Issuer at a price of \$3.15 per share (the "Per Share Merger Consideration"), without interest, subject to the terms described in the Offer to Purchase for Cash filed with the Securities and Exchange

- (1) Commission on September 25, 2012 and in the related Letter of Transmittal, together with any amendments or supplements thereto, and the Agreement and Plan of Merger, dated as of September 15, 2012 (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, on March 18, 2013, the Issuer completed its merger (the "Merger") with BGI-Shenzhen, whereby the Issuer became a wholly owned subsidiary of BGI-Shenzhen.

- (2) No shares are owned by OVP Venture Partners VI LP or OVP VI Entrepreneurs Fund, L.P. ("OVP VI Entrepreneurs") following the Merger. 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. Mr. Waite disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (3) In accordance with the terms of the Merger Agreement, each warrant exercisable for shares of Issuer common stock that was outstanding immediately prior to the consummation of the Merger was canceled in exchange for the right to receive an amount in cash equal to \$2.82 per warrant, calculated in accordance with the Black-Scholes option pricing formula set forth in the stock purchase warrant agreement.

- (4) In accordance with the terms of the Merger Agreement, each warrant exercisable for shares of Issuer common stock that was outstanding immediately prior to the consummation of the Merger was canceled in exchange for the right to receive an amount in cash equal to \$2.85 per warrant, calculated in accordance with the Black-Scholes option pricing formula set forth in the stock purchase warrant agreement.

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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