

WAITE CHARLES P JR
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 *
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)
03/14/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 | 03/14/2013 | | D | | 1,427,962 <u>(1)</u> | D | \$ 3.15 |
| Common Stock, par value \$0.001 | | | | | 0 | I | See Footnote <u>(5)</u> |
| Common Stock, par | | | | | 0 | I | See Footnote |

value (6)
\$0.001

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

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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 1.91 | 03/18/2013 | | D | | 8,000 | (2) | 06/21/2022 | Common Stock | 8,000 |
| Restricted Stock Units | (3) | 03/18/2013 | | D | | 1,667 | (3) | (3) | Common Stock | 1,667 |
| Restricted Stock Units | (4) | 03/18/2013 | | D | | 4,000 | (4) | (4) | Common Stock | 4,000 |
| Warrant to Purchase Common Stock | \$ 1.5 (7) | 03/18/2013 | | D | | 135,939 | (7) | (7) | Common Stock | 135,939 |
| Warrant to Purchase Common Stock | \$ 1.5 (8) | 03/18/2013 | | D | | 52,735 | (8) | (8) | Common Stock | 52,735 |
| Warrant to Purchase Common Stock | \$ 1.5 (7) | 03/18/2013 | | D | | 2,282 | (7) | (7) | Common Stock | 2,282 |
| Warrant to Purchase Common Stock | \$ 1.5 (8) | 03/18/2013 | | D | | 885 | (8) | (8) | Common Stock | 885 |

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 | | | |

Signatures

/s/ Maureen Monahan, Attorney in Fact for Mr.
Waite

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) In accordance with the terms of the Merger Agreement, each option to acquire shares of the Issuer (whether vested or unvested) 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 the product of the number of shares of Issuer common stock subject to the option and the excess, if any, of the Per Share Merger Consideration over the exercise price per share of each respective award, less any required withholding taxes. The award, which provided for vesting in 36 successive and equal monthly installments measured from June 22, 2012, accelerated and became fully vested upon the consummation of the Merger, pursuant to the terms of the option agreement and the Merger Agreement.

- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. In accordance with the terms of the Merger Agreement, each restricted stock unit 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 the product of the number of shares of Issuer common stock subject to the restricted stock unit and the Per Share Merger Consideration, less any required withholding taxes. The award, which provided for vesting in three successive and equal annual installments measured from November 30, 2010, accelerated and became fully vested upon the consummation of the Merger, pursuant to the terms of the restricted stock unit agreement and the Merger Agreement.

- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. In accordance with the terms of the Merger Agreement, each restricted stock unit 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 the product of the number of shares of Issuer common stock subject to the restricted stock unit and the Per Share Merger Consideration, less any required withholding taxes. The award, which provided for vesting in three successive and equal annual installments measured from June 22, 2012, accelerated and became fully vested upon the consummation of the Merger, pursuant to the terms of the restricted stock unit agreement and the Merger Agreement.

- (5) No shares or warrants are owned by OVP Venture Partners VI, L.P. ("OVP VI") following the Merger. OVMC VI, LLC ("OVMC VI LLC") serves as the general partner of OVP VI. The Reporting Person 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 and warrants reported herein, except to the extent of his proportionate pecuniary interest therein.

- (6) No shares or warrants are owned by OVP VI Entrepreneurs Fund, L.P. ("OVP VI Entrepreneurs") following the Merger. OVMC VI LLC serves as the general partner of OVP VI Entrepreneurs. The Reporting Person 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 and warrants reported herein, except to the extent of his proportionate pecuniary interest therein.

- (7) 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

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per warrant, calculated in accordance with the Black-Scholes option pricing formula set forth in the stock purchase warrant agreement.

- (8) 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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