

SENYEI ANDREW E

Form 4

December 16, 2011

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SENYEI ANDREW E

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)  
11/30/2011

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O ENTERPRISE  
PARTNERS, 2223 AVENIDA DE  
LA PLAYA, SUITE 300

(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

LA JOLLA, CA 92037-3218

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D) | Price   |  |   |
| Common Stock, par value \$0.001 | 11/30/2011                           |  | M                              |   | 1,666   | A          | \$ 0 <u>(1)</u>   | 1,666  | D   |
| Common Stock, par value \$0.001 | 12/14/2011                           |  | P                              |   | 100,000 | A          | \$ 3.05   | 201,043  | I   |
| Common Stock, par               |                                      |  |                                |   |         |            |   | 2,052,418  | I   |
|                                 |                                      |  |                                |   |         |            |   |  | See Footnote <u>(2)</u>                               |
|                                 |                                      |  |                                |   |         |            |   |  | See Footnote  |

See  
Footnote  
(2)

See  
Footnote

|            |         |   |          |
|------------|---------|---|----------|
| value      |         |   | (3)      |
| \$0.001    |         |   |          |
| Common     |         |   |          |
| Stock, par |         |   | See      |
| value      | 667,068 | I | Footnote |
| \$0.001    |         |   | (4)      |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |       |    |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|--|-------|----|
|   |  |   |   | Code                                 | V   | (A)  | (D)   |                                  | Amount<br>or<br>Number<br>of<br>Shares |       |    |
| Restricted<br>Stock<br>Units                        | (5)  | 11/30/2011                              |   | M                                    |   | 1,666  | (6)   | (6)                              | Common<br>Stock                        | 1,666 | \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SENYEI ANDREW E<br>C/O ENTERPRISE PARTNERS<br>2223 AVENIDA DE LA PLAYA, SUITE 300<br>LA JOLLA, CA 92037-3218 | X             | X         |         |       |

## Signatures

/s/ Maureen Monahan, Attorney in Fact for Dr.  
Senyei

12/16/2011

\*\*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) The shares were acquired upon vesting and conversion of Restricted Stock Units, which were received as a grant for which no consideration was paid.

- The shares are owned by Enterprise Partners Management, LLC ("Enterprise LLC"). Andrew E. Senyei, M.D. is a managing director of Enterprise LLC and shares voting and investment power over the shares held by Enterprise LLC. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (2)

- The shares are owned by Enterprise Partners VI, LP (Enterprise VI"). Enterprise Management Partners VI, LLC (Enterprise VI LLC") serves as the general partner of Enterprise VI. Andrew E. Senyei, M.D. is a managing director of Enterprise VI LLC and shares voting and investment power over the shares held by Enterprise VI. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (3)

- The shares are owned by Enterprise Partners V, LP ("Enterprise V"). Enterprise Management Partners V, LLC ("Enterprise V LLC") serves as the general partner of Enterprise V. Andrew E. Senyei, M.D. is a managing director of Enterprise V LLC and shares voting and investment power over the shares held by Enterprise V. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (4)

- (5) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.

- The restricted stock units vest in three successive and equal annual installments measured from November 30, 2010, such that the restricted stock units will vest in full on the third anniversary of November 30, 2010, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such restricted stock units include a change of control provision such that all unvested awards will immediately vest and become exercisable in connection with a change of control of Issuer.
- (6)

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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