

COMPLETE GENOMICS INC
Form SC 13G/A
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Complete Genomics, Inc.

(Name of issuer)

Common Shares, \$0.001 par value per share
(Title of class of securities)

20454K104
(CUSIP number)

December 31, 2011
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Exhibit Index on Page 11

SCHEDULE 13G

CUSIP No. 20454K104

Page 2 of 12 Pages

(1) Names of reporting persons

OVP Venture Partners VI, L.P. (OVP VI)

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of shares beneficially owned by each reporting person 2,614,224 shares (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants), except that OVMC VI, L.L.C. (OVMC VI), the general partner of OVP VI, may be deemed to have sole power to vote these shares, and Gerard H. Langelier (Langelier) and Charles P. Waite, Jr. (Waite), the managing members of OVMC VI, may be deemed to have shared power to vote these shares.

(6) Shared voting power

owned by

See response to row 5.

each

(7) Sole dispositive power

reporting

person

2,614,224 shares (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants), except that OVMC VI, the general partner of OVP VI, may be deemed to have sole power to dispose of these shares, and Langelier and Waite, the managing members of OVMC VI, may be deemed to have shared power to dispose of these shares.

with:

(8) Shared dispositive power

See response to row 7.

(9) Aggregate amount beneficially owned by each reporting person

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2,614,224

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

7.92%

(12) Type of reporting person (see instructions)

PN

SCHEDULE 13G

CUSIP No. 20454K104

Page 3 of 12 Pages

(1) Names of reporting persons

OVP VI Entrepreneurs Fund, L.P. (OVP EF VI)

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of shares (6) 35,246 shares (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants), except that OVMC VI, the general partner of OVP EF VI, may be deemed to have sole power to vote these shares, and Langelier and Waite, the managing members of OVMC VI, may be deemed to have shared power to vote these shares.

beneficially

owned by

each

(7) See response to row 5.
Sole dispositive power

reporting

person

with:

(8) 35,246 shares (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants), except that OVMC VI, the general partner of OVP EF VI, may be deemed to have sole power to dispose of these shares, and Langelier and Waite, the managing members of OVMC VI, may be deemed to have shared power to dispose of these shares.
Shared dispositive power

See response to row 7.

(9) Aggregate amount beneficially owned by each reporting person

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35,246

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

0.1%

(12) Type of reporting person (see instructions)

PN

SCHEDULE 13G

CUSIP No. 20454K104

Page 4 of 12 Pages

(1) Names of reporting persons

OVMC VI, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of shares beneficially owned by each reporting person: 2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI, the general partner of OVP VI and OVP EF VI, may be deemed to have sole power to vote these shares, and Langeler and Waite, the managing members of OVMC VI, may be deemed to have shared power to vote these shares.

(6) Shared voting power

beneficially

owned by

See response to row 5.

each

(7) Sole dispositive power

reporting

person

2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI, the general partner of OVP VI and OVP EF VI, may be deemed to have sole power to dispose of these shares, and Langeler and Waite, the managing members of OVMC VI, may be deemed to have shared power to dispose of these shares.

with:

(8) Shared dispositive power

See response to row 7.

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(9) Aggregate amount beneficially owned by each reporting person

2,649,470

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

8.03%

(12) Type of reporting person (see instructions)

OO

SCHEDULE 13G

CUSIP No. 20454K104

Page 5 of 12 Pages

(1) Names of reporting persons

Gerard H. Langelier

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of 0
 (6) Shared voting power
 shares

beneficially 2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI is the general partner of OVP VI and OVP EF VI, and owned by Langelier, a managing member of OVMC VI, may be deemed to have shared power to vote these shares.

each 0
 (7) Sole dispositive power
 reporting

person 0
 (8) Shared dispositive power
 with:

2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI is the general partner of OVP VI and OVP EF VI, and Langelier, a managing member of OVMC VI, may be deemed to have shared power to dispose of these shares.

(9) Aggregate amount beneficially owned by each reporting person

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2,649,470

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

8.03%

(12) Type of reporting person (see instructions)

IN

SCHEDULE 13G

CUSIP No. 20454K104

Page 6 of 12 Pages

(1) Names of reporting persons

Charles P. Waite, Jr.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of shares

(6) Shared voting power

0

beneficially owned by each reporting person

2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI is the general partner of OVP VI and OVP EF VI, and Waite, a managing member of OVMC VI, may be deemed to have shared power to vote these shares.

(7) Sole dispositive power

reporting person

(8) Shared dispositive power

0

with:

2,649,470 shares, of which 2,614,224 (which includes 188,674 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP VI and 35,246 (which includes 3,167 shares that may be acquired pursuant to the exercise of warrants) are directly owned by OVP EF VI. OVMC VI is the general partner of OVP VI and OVP EF VI, and Waite, a managing member of OVMC VI, may be deemed to have shared power to dispose of these shares.

(9) Aggregate amount beneficially owned by each reporting person

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2,649,470

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

8.03%

(12) Type of reporting person (see instructions)

IN

SCHEDULE 13G

CUSIP No. 20454K104

Page 7 of 12 Pages

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by OVP Venture Partners VI, L.P. (OVP VI), OVP VI Entrepreneurs Fund, L.P. (OVP EF VI), OVMC VI, L.L.C. (OVMC VI) and Gerard H. Langelier (Langelier) and Charles P. Waite, Jr. (Waite) (together with all prior and current amendments thereto, this Schedule 13G).

ITEM 1 (A). NAME OF ISSUER

Complete Genomics, Inc. (the Issuer)

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2071 Stierlin Court
Mountain View, California

ITEM 2 (A). NAME OF PERSONS FILING

OVP VI, OVP EF VI, OVMC VI, Langelier and Waite. The foregoing entities and individuals are collectively referred to as the Reporting Persons.

Langelier and Waite are the managing members of OVMC VI (the sole general partner of OVP VI and OVP EF VI).

ITEM 2 (B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o OVP Venture Partners
1010 Market Street
Kirkland, Washington 98033

ITEM 2 (C). CITIZENSHIP

Langelier and Waite are United States citizens. OVP VI and OVP EF VI are limited partnerships organized under the laws of the State of Delaware. OVMC VI is a limited liability company organized under the laws of the State of Delaware.

ITEM 2 (D). TITLE OF CLASS OF SECURITIES

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Common Shares, \$0.001 par value per share

ITEM 2(E) CUSIP NUMBER

20454K 10 4

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2011:

SCHEDULE 13G

CUSIP No. 20454K104

Page 8 of 12 Pages

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

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Under certain circumstances set forth in the limited partnership agreements of OVP VI and OVP EF VI, and the limited liability company agreement of OVMC VI, the partners or members, as applicable, of each such entity may be deemed to have the right to receive dividends from, or the proceeds of sale from, the shares of the Issuer owned by each such entity of which they are a partner or member, as applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

SCHEDULE 13G

CUSIP No. 20454K104

Page 9 of 12 Pages

ITEM 10. CERTIFICATION.
Not applicable.

SCHEDULE 13G

CUSIP No. 20454K104

Page 10 of 12 Pages

SIGNATURES

After reasonable 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.

Date: February 13, 2012

OVP VENTURE PARTNERS VI, L.P.

By: OVMC VI, L.L.C.

By: /s/ Charles P. Waite, Jr.
Managing Member

OVP VI ENTREPRENEURS FUND, L.P.

By: OVMC VI, L.L.C.

By: /s/ Charles P. Waite, Jr.
Managing Member

OVMC VI, L.L.C.

By: /s/ Charles P. Waite, Jr.
Managing Member

GERARD H. LANGELEL

By: /s/ Gerard H. Langelier
Gerard H. Langelier

CHARLES P. WAITE, JR.

By: /s/ Charles P. Waite, Jr.
Charles P. Waite, Jr.

SCHEDULE 13G

CUSIP No. 20454K104

Page 11 of 12 Pages

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

**Found on
Sequentially
Numbered Page**

12