

COMPLETE GENOMICS INC
Form 4
November 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ORBIMED ADVISORS LLC

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)
767 THIRD AVENUE, 30TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2010

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

NEW YORK, NY 10017

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

(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	11/16/2010		C		2,252,898	A	Ⓛ 2,252,898	I	See Footnotes (2) (3) (5)
Common Stock, par value \$0.001	11/16/2010		C		1,267,070	A	Ⓛ 3,519,968	I	See Footnotes (2) (3) (5)
Common Stock, par value	11/16/2010		P ⁽⁸⁾		597,091	A	\$ 9 4,117,059	I	See Footnotes (2) (3) (5)

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\$0.001									
Common Stock, par value \$0.001	11/16/2010		C	21,456	A	<u>(1)</u>	21,456	I	See Footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.001	11/16/2010		C	12,068	A	<u>(1)</u>	33,524	I	See Footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.001	11/16/2010		<u>P</u> ⁽⁸⁾	5,687	A	\$ 9	39,211	I	See Footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series D Preferred Stock	<u>(1)</u>	11/16/2010		C	2,252,898	<u>(6)</u> <u>(7)</u>	Common Stock 2,252,89
Series D Preferred Stock	<u>(1)</u>	11/16/2010		C	21,456	<u>(6)</u> <u>(7)</u>	Common Stock 21,456
Series E Preferred Stock	<u>(1)</u>	11/16/2010		C	1,267,070	<u>(6)</u> <u>(7)</u>	Common Stock 1,267,07
Series E Preferred Stock	<u>(1)</u>	11/16/2010		C	12,068	<u>(6)</u> <u>(7)</u>	Common Stock 12,068

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 767 THIRD AVENUE, 30TH FLOOR NEW YORK, NY 10017			X	

Signatures

/s/ Samuel D.
Isaly

11/16/2010

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) Each share of Series D and Series E Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering.
- The shares of Preferred Stock and shares of Common Stock (together "Shares") reported herein as indirectly beneficially owned by OrbiMed Capital GP III LLC ("Capital"), OrbiMed Advisors LLC ("Advisors") and Samuel D. Isaly ("Isaly") are directly owned by OrbiMed Private Investments III, LP (formerly, Caduceus Private Investments III, LP) ("OPI III") and OrbiMed Associates III, LP ("Associates"). Each of Capital, Advisors and Isaly may be deemed to have a pecuniary interest in Shares beneficially owned by OPI III and each of Advisors and Isaly may be deemed to have a pecuniary interest in Shares beneficially owned by Associates. This Form 4 is being jointly filed by Capital, Advisors and Isaly. The Reporting Persons have designated a representative, currently Carl L. Gordon, a member of Advisors, to serve on the Issuer's board of directors.
- (2) These Shares are beneficially owned by OPI III. Capital is the sole general partner of OPI III. Advisors, a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of Capital. Advisors and Capital may be deemed to have beneficial ownership of Shares held by OPI III by virtue of such relationships. Isaly, a natural person, may be deemed to have beneficial ownership of such Shares in his capacity as the managing member of, and holder of a controlling interest, in Advisors.
- (3) These Shares are beneficially owned by Associates. Advisors is the sole general partner of Associates and may be deemed to have beneficial ownership of Shares held by Associates by virtue of that relationship. Isaly, a natural person, may be deemed to have beneficial ownership of such Shares in his capacity as the managing member of, and holder of a controlling interest, in Advisors.
- (4) Each of Advisors, Capital and Isaly disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any.
- (5) This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- (6) The securities are immediately convertible.
- (7) The expiration date is not relevant to the conversion of these securities.
- (8) OPI III purchased an additional 597,091 shares of Common Stock and Associates purchased an additional 5,687 shares of Common Stock in connection with the initial public offering at the offering price of \$9.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.