

WAITE CHARLES P JR
Form 4
December 08, 2011

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)
11/30/2011

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

C/O OVP VENTURE PARTNER, 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 or Price | | |
| Common Stock, par value \$0.001 | 11/30/2011 | | M | | 1,666 | D | |
| Common Stock, par value \$0.001 | 12/06/2011 | | S | | \$ 3,1279 | I | See Footnote (3) |
| Common Stock, par | | | | | 32,079 | I | See Footnote |

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- (2) The transaction was executed in multiple trades in prices ranging from \$3.10 to \$3.16, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

- (3) The shares are owned by OVP Venture Partners VI, L.P. ("OVP VI"). OVMC VI, LLC ("OVMC VI LLC") serves as the general partner of OVP VI. 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. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (4) The shares are owned by OVP VI Entrepreneurs Fund, L.P. (OVP VI Entrepreneurs"). 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 of the shares held by OVP VI Entrepreneurs. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

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

- (6) 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.

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.