

COMPLETE GENOMICS INC
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 *
WALL ROBERT T

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)

P.O. BOX 4997

(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

GREENWOOD
VILLAGE, CO 80155-4997

(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 | 03/14/2013 | | D | | 51,666 (1) | D | \$ 3.15 |
| | | | | | 0 | D | (2) |

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

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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 1.91 | 03/18/2013 | | D | 8,000 | ⁽³⁾ 06/21/2022 | Common Stock | 8,000 |
| Restricted Stock Units | ⁽⁴⁾ | 03/18/2013 | | D | 834 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 834 |
| Restricted Stock Units | ⁽⁵⁾ | 03/18/2013 | | D | 4,000 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALL ROBERT T P.O. BOX 4997 GREENWOOD VILLAGE, CO 80155-4997 | X | | | |

Signatures

/s/ Maureen Monahan, Attorney in Fact for Mr. Wall
Date: 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).

- (1) 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 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

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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) No shares are held by the Wall Family Investment Partnership, Ltd. of which Reporting Person is the Sole General Partner following the Merger.

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) 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.

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) Consideration over the exercise price per share of each respective award, 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.

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) Consideration over the exercise price per share of each respective award, 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.

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.