

COMPLETE GENOMICS INC  
Form S-1MEF  
May 25, 2011

As filed with the Securities and Exchange Commission on May 25, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**COMPLETE GENOMICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**8731**  
(Primary Standard Industrial  
Classification Code Number)  
**2071 Stierlin Court, Mountain View, CA 94043**

**20-3226545**  
(I.R.S. Employer  
Identification Number)

**(650) 943-2800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Clifford A. Reid, Ph.D.**

**Chairman, President and Chief Executive Officer**

**Complete Genomics, Inc.**

**2071 Stierlin Court**

**Mountain View, CA 94043**

**(650) 943-2800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Alan C. Mendelson**

**Gregory Chin**

**Latham & Watkins LLP**

140 Scott Drive

Menlo Park, California 94025-1008

Telephone: (650) 328-4600

Facsimile: (650) 463-2600

**Donald J. Murray**

**Dewey & LeBoeuf LLP**

1301 Avenue of the Americas

New York, New York 10019-6092

Telephone: (212) 259-8000

Facsimile: (212) 259-6333

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-174081)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(1)(2)</b>	<b>Amount of Registration Fee(1)</b>
Common Stock, \$0.001 par value	1,150,000	\$12.50	\$14,375,000.00	\$1,668.94

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities to be sold under the related Registration Statement on Form S-1 (File No. 333-174081), as amended, is hereby registered.
- (2) The registration fee has been calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to the registration of 1,150,000 additional shares of common stock, par value \$0.001 per share, of Complete Genomics, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of our Registration Statement on Form S-1, as amended (File No. 333-174081), originally filed on May 10, 2011 and declared effective by the Securities and Exchange Commission on May 25, 2011, are incorporated in this Registration Statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 25<sup>th</sup> day of May, 2011.

**COMPLETE GENOMICS, INC.**

By: */s/ CLIFFORD A. REID*  
**Clifford A. Reid, Ph.D.**

**President and Chief Executive Officer**

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated below on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ CLIFFORD A. REID</i> <b>Clifford A. Reid, Ph.D.</b>	Chairman, President and Chief Executive Officer (Principal Executive Officer)	May 25, 2011
<i>/s/ AJAY BANSAL</i> <b>Ajay Bansal</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	May 25, 2011
*	Director	May 25, 2011
<b>Alexander E. Barkas, Ph.D.</b>		
*	Director	May 25, 2011
<b>C. Thomas Caskey, M.D.</b>		
*	Director	May 25, 2011
<b>Carl L. Gordon, Ph.D., CFA</b>		
*	Director	May 25, 2011
<b>Andrew E. Senyei, M.D.</b>		
*	Director	May 25, 2011
<b>Lewis J. Shuster</b>		
*	Director	May 25, 2011
<b>Charles P. Waite, Jr.</b>		
*	Director	May 25, 2011
<b>Robert T. Wall</b>		

\*By: /s/ CLIFFORD A. REID  
Clifford A. Reid, Ph.D.  
  
Attorney-in-Fact

May 25, 2011

II-1

**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2(1)	Consent of Latham & Watkins LLP.
24.1(2)	Power of Attorney.

(1) Included in Exhibit 5.1 hereto.

(2) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-174081), originally filed with the Securities and Exchange Commission on May 10, 2011, and incorporated by reference herein.