

COMPLETE GENOMICS INC
Form SC 13G
December 29, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

COMPLETE GENOMICS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

20454K104

(CUSIP Number)

Martin P. Sutter

Essex Woodlands Health Ventures Fund VIII, L.P.

Essex Woodlands Health Ventures Fund VIII-A, L.P.

Essex Woodlands Health Ventures Fund VIII-B, L.P.

21 Waterway Avenue, Suite 225

The Woodlands, Texas 77380

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(281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 10, 2010

(Date of Event which Requires Filing of this Statement)

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

Rule 13G-1(b)

Rule 13G-1(c)

Rule 13G-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).

SCHEDULE 13G

CUSIP No. 20454K104

Page 2 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VIII, L.P.

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

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,033,401⁽¹⁾
 (6) Shared voting power

beneficially

owned by
 each -0-
 (7) Sole dispositive power

reporting

person 4,033,401⁽¹⁾
 (8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

4,033,401⁽²⁾

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(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

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

12.1%

(12) Type of reporting person

PN

(1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VIII-A, L.P.

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

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 290,809⁽²⁾
(6) Shared voting power

beneficially

owned by -0-
each (7) Sole dispositive power

reporting

person 290,809⁽²⁾
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

290,809⁽²⁾

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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..

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

0.9%

(12) Type of reporting person

PN

(2) Includes 271,574 shares held and 19,235 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-A, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VIII-B, L.P.

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

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 126,439⁽³⁾
(6) Shared voting power

beneficially

owned by -0-
each (7) Sole dispositive power

reporting

person 126,439⁽³⁾
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

126,439⁽³⁾

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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..

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

0.4%

(12) Type of reporting person

PN

(3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VIII, L.P.

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

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,450,649^{(1) (2) (3)}
(6) Shared voting power

beneficially

owned by -0-
each (7) Sole dispositive power

reporting

person 4,450,649^{(1) (2) (3)}
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

4,450,649^{(1) (2) (3)}

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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..

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

13.4%

(12) Type of reporting person

PN

- (1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.
- (2) Includes 271,574 shares held and 19,235 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-A, L.P.
- (3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VIII, L.L.C.

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

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,450,649^{(1) (2) (3)}
 (6) Shared voting power

beneficially

owned by -0-
 each (7) Sole dispositive power

reporting

person 4,450,649^{(1) (2) (3)}
 (8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

4,450,649^{(1) (2) (3)}

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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

13.4%

(12) Type of reporting person

OO

- (1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.
- (2) Includes 271,574 shares held and 19,235 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-A, L.P.
- (3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James L. Currie

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

(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

beneficially

owned by (7) Sole dispositive power
each

reporting

person (8) Shared dispositive power

with

(9) Aggregate amount beneficially owned by each reporting person

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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

13.4%

(12) Type of reporting person

IN

- (1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.
- (2) Includes 271,574 shares held and 19,235 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-A, L.P.
- (3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Martin P. Sutter

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

(a)

(b) x

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares -0-
 (6) Shared voting power

beneficially

owned by 4,450,649^{(1) 2) (3)}
 each (7) Sole dispositive power

reporting

person -0-
 (8) Shared dispositive power

with

4,450,649^{(1) 2) (3)}

(9) Aggregate amount beneficially owned by each reporting person

4,450,649^{(1) 2) (3)}

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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

13.4%

(12) Type of reporting person

IN

- (1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.
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- (3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Immanuel Thangaraj

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

(a)

(b) x

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares -0-
(6) Shared voting power

beneficially

owned by 4,450,649^{(1) (2) (3)}
(7) Sole dispositive power
each

reporting

person -0-
(8) Shared dispositive power

with

4,450,649^{(1) (2) (3)}

(9) Aggregate amount beneficially owned by each reporting person

4,450,649^{(1) (2) (3)}

(10) Check box if the aggregate amount in Row (11) excludes certain shares

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

13.4%

(12) Type of reporting person

IN

- (1) Includes 3,766,620 shares held and 266,781 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII, L.P.
- (2) Includes 271,574 shares held and 19,235 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-A, L.P.
- (3) Includes 118,075 shares held and 8,364 shares that may be acquired pursuant to the exercise of warrants by Essex Woodlands Health Ventures Fund VIII-B, L.P.

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ron Eastman

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

(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

beneficially

owned by (7) Sole dispositive power
each

reporting

person (8) Shared dispositive power

with

(9) Aggregate amount beneficially owned by each reporting person

(10) Check box if the aggregate amount in Row (11) excludes certain shares