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

(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) |
| x 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

| CUSI | CUSIP No. 20454K104 Page 2 of 22 Pages | | | Page 2 of 22 Pages |
|------|--|-----------|--|--------------------|
| (1) | | | orting person S. IDENTIFICATION NO. OF ABOVE PERSON | |
| (2) | Check t | | lands Health Ventures Fund VIII, L.P. propriate box if a member of a group | |
| | (a) " | | | |
| | (b) x | | | |
| (3) | SEC us | e only | y | |
| (4) | Citizens | ship c | or place of organization | |
| | Delawa | re (5) | Sole voting power | |
| | nber of | (6) | 4,033,401 ⁽¹⁾ Shared voting power | |
| bene | ficially | | | |
| | ned by | (7) | -0- Sole dispositive power | |
| rep | orting | | | |
| | erson | (8) | 4,033,401 ⁽¹⁾ Shared dispositive power | |
| (9) | Aggreg | ate ar | -0- nount beneficially owned by each reporting person | |

 $4,033,401^{(2)}$

| (10) | Check box if the aggregate amount in Row (11) excludes certain shares |
|------|---|
| (11) | Percent of class represented by amount in Row (11) |
| (12) | 12.1% 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 Healt Ventures Fund VIII, L.P. |

| CUSI | CUSIP No. 20454K104 Pag | | |
|------|--|---|--|
| (1) | Name of rep | orting person | |
| | S.S. OR I.R. | S. IDENTIFICATION NO. OF ABOVE PERSON | |
| (2) | | lands Health Ventures VIII-A, L.P. propriate box if a member of a group | |
| | (a) " | | |
| | (b) x | | |
| (3) | SEC use only | y | |
| (4) | Citizenship o | or place of organization | |
| | Delaware (5) | Sole voting power | |
| Nun | nber of | | |
| sł | hares (6) | 290,809 ⁽²⁾ Shared voting power | |
| bene | eficially | | |
| owi | ned by | -0- | |
| e | each (7) | Sole dispositive power | |
| rep | oorting | | |
| pe | erson (8) | 290,809 ⁽²⁾ Shared dispositive power | |
| V | with | | |
| (9) | Aggregate an | -0- mount beneficially owned by each reporting person | |
| (10) | 290,809 ⁽²⁾ Check box if | f the aggregate amount in Row (11) excludes certain shares | |

| (11) | Percent of class represented by amount in Row (11) |
|------|---|
| (12) | 0.9% 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. |

| CUS | IP No. 20454I | Κ104 | Page 4 of 22 Pages |
|------|-------------------------------------|---|--------------------|
| (1) | Name of rep | orting person | |
| | S.S. OR I.R. | S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | | | |
| (2) | | lands Health Ventures VIII-B, L.P. propriate box if a member of a group | |
| | (a) " | | |
| | (b) x | | |
| (3) | SEC use only | у | |
| (4) | Citizenship o | or place of organization | |
| | Delaware (5) | Sole voting power | |
| Nur | mber of | | |
| sł | hares (6) | 126,439 ⁽³⁾ Shared voting power | |
| | eficially | | |
| | ned by each (7) | -0- Sole dispositive power | |
| rep | oorting | | |
| | | 126,439 ⁽³⁾ Shared dispositive power | |
| 1 | with | | |
| (9) | Aggregate a | -0- mount beneficially owned by each reporting person | |
| (10) | 126,439 ⁽³⁾ Check box if | f the aggregate amount in Row (11) excludes certain shares | |

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 0.4% 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. |

| CUSI | IP No. 204541 | ζ104 | Page 5 of 22 Pages |
|------|--|---|--------------------|
| (1) | Name of rep | orting person | |
| | S.S. OR I.R. | S. IDENTIFICATION NO. OF ABOVE PERSON | |
| (2) | Essex Wood Check the ap | lands Health Ventures VIII, L.P. propriate box if a member of a group | |
| | (a) " | | |
| | (b) x | | |
| (3) | SEC use onl | у | |
| (4) | Citizenship o | or place of organization | |
| | Delaware (5) | Sole voting power | |
| Nur | mber of | | |
| sł | nares (6) | 4,450,649 ^{(1) 2) (3)} Shared voting power | |
| bene | eficially | | |
| | ned by each (7) | -0- Sole dispositive power | |
| | oorting | | |
| pe | erson | 4,450,649 ^{(1) 2) (3)} Shared dispositive power | |
| (9) | Aggregate a | -0- mount beneficially owned by each reporting person | |
| (10) | 4,450,649 ⁽¹⁾ Check box is | 2) (3) f the aggregate amount in Row (11) excludes certain shares | |

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 13.4% 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. |

- 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.

CUSIP No. 20454K104 Page 6 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.L.C. (2) Check the appropriate box if a member of a group (a) " (b) x (3) SEC use only Citizenship or place of organization Delaware Sole voting power Number of 4,450,649(1) 2) (3) shares (6) Shared voting power beneficially owned by -0-(7) Sole dispositive power each reporting 4,450,649(1) 2) (3) person (8) Shared dispositive power with -0-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

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 13.4% Type of reporting person |
| | 00 |
| (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.

CUSIP No. 20454K104 Page 7 of 22 Pages (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) x (3) SEC use only Citizenship or place of organization United States (5) Sole voting power Number of -0shares Shared voting power beneficially owned by 4,450,649(1)2)(3) (7) Sole dispositive power each reporting -0person (8) Shared dispositive power with 4,450,649(1) 2) (3) 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

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 13.4% 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 |

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-A, L.P.

CUSIP No. 20454K104 Page 8 of 22 Pages (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 Citizenship or place of organization United States (5) Sole voting power Number of -0shares Shared voting power beneficially owned by 4,450,649(1)2)(3) (7) Sole dispositive power each reporting -0person (8) Shared dispositive power with 4,450,649(1) 2) (3) 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

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 13.4% 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.

CUSIP No. 20454K104

| (1) | Name o | of repo | orting person | | | | |
|--|--------------------------------------|-----------------|---|--|--|--|--|
| | S.S. OF | R I.R. | S. IDENTIFICATION NO. OF ABOVE PERSON | | | | |
| (2) | Immanı Check t | uel Tl he ap | nangaraj propriate box if a member of a group | | | | |
| | (a) " | | | | | | |
| | (b) x | | | | | | |
| (3) | SEC us | e only | y | | | | |
| (4) | Citizenship or place of organization | | | | | | |
| | United | | Sole voting power | | | | |
| Nun | nber of | | | | | | |
| sł | nares | (6) | -0- Shared voting power | | | | |
| beneficially | | | | | | | |
| owr | ned by | (7) | 4,450,649 ^{(1) 2) (3)} Sole dispositive power | | | | |
| e | each | ` / | | | | | |
| reporting | | | | | | | |
| pe | erson | (8) | -0- Shared dispositive power | | | | |
| V | with | | | | | | |
| (9) | Aggreg | ate ar | 4,450,649 ^{(1) 2) (3)} mount 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 | | | | | | | |

Page 9 of 22 Pages

| (11) | Percent of class represented by amount in Row (11) |
|------|--|
| (12) | 13.4% 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 |

- es 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.

| CUSIP No. 20454K104 | | | Page 10 of 22 Pages |
|---------------------|---|---|---------------------|
| (1) | Name of rep | orting person | |
| | S.S. OR I.R | S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | D. F. | | |
| (2) | | n opropriate box if a member of a group | |
| | (a) " | | |
| | (b) x | | |
| (3) | SEC use onl | y | |
| (4) | Citizenship | or place of organization | |
| | United State (5) | s Sole voting power | |
| Nun | mber of | | |
| sł | nares (6) | -0- Shared voting power | |
| bene | eficially | | |
| | ned by (7) | 4,450,649 ^{(1) 2) (3)} Sole dispositive power | |
| | each | | |
| | erson | -0- gr 1 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 | |
| V | (8) with | Shared dispositive power | |
| (9) | Aggregate a | 4,450,649 ^{(1) 2) (3)} mount beneficially owned by each reporting person | |
| (10) | 4,450,649 ⁽¹⁾ Check box i | 2) (3) f the aggregate amount in Row (11) excludes certain shares | |