COMPLETE GENOMICS INC
Form SC 14D9/A
November 26, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 9)

Solicitation/Recommendation Statement

under Section 14(d)(4) of the Securities Exchange Act of 1934

Complete Genomics, Inc.

(Name of Subject Company)

Complete Genomics, Inc.

(Names of Person(s) Filing Statement)

Common Stock, $0.001 par value per share

(Title of Class of Securities)

20454K104

(CUSIP Number of Class of Securities)

A. W. Homan

Senior Vice President, General Counsel and Secretary

Complete Genomics, Inc.

2071 Stierlin Court

Mountain View, California 94043

(650) 943-2800

(Name, address and telephone numbers of person authorized to receive

notices and communications on behalf of the persons filing statement)

with copies to:

Alan C. Mendelson

Latham & Watkins LLP

140 Scott Drive

Menlo Park, CA 94025

(650) 328-4600

¨ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 9 (the Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Complete Genomics, Inc. (Complete or the Company) filed with the Securities and Exchange Commission (the SEC) on September 25, 2012 and amended on September 27, 2012, October 2, 2012, October 5, 2012, October 22, 2012, November 2, 2012, November 13, 2012, November 15, 2012 and November 20, 2012 (as amended, the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by Beta Acquisition Corporation, a Delaware corporation (Purchaser) and a wholly owned subsidiary of BGI-Shenzhen, a company organized under the laws of the People s Republic of China (Parent or BGI), to purchase all of the outstanding common stock, par value $0.001 per share, of Complete (the Shares), at a price of $3.15 per Share, net to seller in cash, without interest and less any applicable withholding taxes, upon the terms and conditions set forth in the Offer to Purchase dated September 25, 2012 (the Offer to Purchase) and the related Letter of Transmittal (which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, constitute the Offer). The Offer is described in a Tender Offer Statement on Schedule TO filed by Parent and Purchaser with the SEC on September 25, 2012. The Offer to Purchase and the Letter of Transmittal were filed with the Schedule 14D-9 as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

Item 8. ***Additional Information.***

Item 8 of the Schedule 14D-9 is hereby amended and supplemented to add to the end of the Section entitled Subsequent Events the following:

On November 20, 2012, Party H, which has identified itself (in violation of a confidentiality agreement with the Company) as Illumina, Inc. (Illumina), re-submitted its November 5, 2012 unsolicited non-binding proposal to acquire the Company without changing the terms of its November 5, 2012 proposal and included drafts of the definitive transaction agreements Illumina was prepared to negotiate with the Company.

Following receipt of Illumina s non-binding proposal to acquire the Company and proposed draft transaction agreements, the Company provided copies of such proposal and draft agreements to Parent and Purchaser in accordance with the terms of the Merger Agreement. On November 25, 2012, counsel to Parent and Purchaser submitted a letter to the Company, a copy of which is attached hereto as Exhibit (a)(2)(G).

Item 9. ***Exhibits.***

Item 9 of the Schedule 14D-9 is hereby amended and supplemented to add the following exhibit:

Exhibit Number	**Description**
(a)(2)(G)	Letter, dated November 25, 2012, from BGI-Shenzhen and Beta Acquisition Corporation to Complete Genomics, Inc. (incorporated herein by reference to Exhibit (a)(5)(O) to the Schedule TO-T/A of BGI-Shenzhen and Beta Acquisition Corporation, filed with the SEC on November 26, 2012).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

COMPLETE GENOMICS, INC.

By:	/s/ A. W. Homan
Name:	A. W. Homan
Title:	Senior Vice President, General Counsel and Secretary

Dated: November 26, 2012