

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-T/A

Third party tender offer statement [amend]

Filing Date: **2013-03-04**
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SUBJECT COMPANY

COMPLETE GENOMICS INC

CIK: [1361103](#) | IRS No.: [203226545](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC TO-T/A** | Act: **34** | File No.: [005-85871](#) | Film No.: [13659847](#)
SIC: **8731** Commercial physical & biological research

Mailing Address

2071 STIERLIN COURT
MOUNTAIN VIEW CA 94043

Business Address

2071 STIERLIN COURT
MOUNTAIN VIEW CA 94043
(650) 943-2843

FILED BY

BGI-SHENZHEN

CIK: [1558119](#) | IRS No.: [000000000](#)
Type: **SC TO-T/A**

Mailing Address

11F-3, MAIN BUILDING
BEI SHAN INDUSTRIAL
ZONE
YANTIAN DISTRICT,
SHENZHEN F4 518083

Business Address

11F-3, MAIN BUILDING
BEI SHAN INDUSTRIAL
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YANTIAN DISTRICT,
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 20)**

COMPLETE GENOMICS, INC.

(Name of Subject Company (Issuer))

BETA ACQUISITION CORPORATION
(Offeror)

A Wholly-Owned Subsidiary of
BGI-SHENZHEN
(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class Of Securities)

20454K 10 4
(CUSIP Number of Class of Securities)

Wang Jun
Chief Executive Officer
BGI-SHENZHEN
11F-3, Main Building, Bei Shan Industrial Zone,
Yantian District, Shenzhen, China 518083
011-86-755-2527-3620

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount Of Filing Fee(2)
\$130,200,342	\$14,920.96

- (1) Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of 41,333,442 shares of common stock, \$0.001 par value per share (the "Shares"), of Complete Genomics, Inc. (the "Company"), at a purchase price of \$3.15 per Share, net to the tendering stockholders in cash, without interest and subject to any required withholding of taxes. As of September 12, 2012, such Shares consisted of (i) 34,385,800 shares of common stock of the Company that were issued and outstanding; (ii) 2,901,176 shares of common stock of the Company issuable upon exercise of outstanding in-the-money stock options; (iii) 1,112,335 shares of common stock subject to outstanding restricted stock units; (iv) 1,533,823 shares of common stock issuable upon exercise of outstanding warrants; and (v) 1,400,308 shares of common stock issuable pursuant to the Company's employee stock purchase plan.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$14,920.96

Filing Party: BGI-Shenzhen and Beta Acquisition Corporation

Form or Registration No.: Schedule TO

Date Filed: September 25, 2012

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 20 to the Tender Offer Statement on Schedule TO (as may be amended from time to time, the “Schedule TO”) amends and supplements the Schedule TO filed by (i) Beta Acquisition Corporation, a Delaware corporation (the “Purchaser”) and a wholly-owned subsidiary of BGI-Shenzhen, a company organized under the laws of the People’s Republic of China (“Parent”), and (ii) Parent. The Schedule TO relates to the offer (the “Offer”) by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of Complete Genomics, Inc., a Delaware corporation (the “Company”), at a purchase price of \$3.15 per Share, net to the seller in cash, without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 25, 2012 (together with any amendments and supplements thereto, the “Offer to Purchase”) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively. All the information set forth in the Offer to Purchase is supplemented by the information specifically provided in the Schedule TO.

Items 1 and 4.

Items 1 and 4 of the Schedule TO are hereby amended and supplemented as follows:

(1) The Expiration Date of the Offer is extended to 11:59 p.m., New York City time, on Thursday, March 14, 2013. The Depository for the Offer has indicated that, as of the close of business on March 1, 2013, approximately 30,715,625 Shares, or approximately 87% of the outstanding shares of common stock, of Complete, have been validly tendered in and not withdrawn from the Offer, including Shares subject to guaranteed delivery procedures.

(2) The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(BB) and is incorporated herein by reference.

Item 12. Exhibits

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

(a)(5)(BB) Press Release issued by BGI-Shenzhen on March 3, 2013.

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.

BETA ACQUISITION CORPORATION

By: /s/ YIN YE

Name: Yin Ye

Title: President and Secretary

Date: March 4, 2013

BGI-SHENZHEN

By: /s/ WANG JUN

Name: Wang Jun

Title: Chief Executive Officer

Date: March 4, 2013

Exhibit Index

Exhibit	Exhibit Name
(a)(1)(A)	Offer to Purchase, dated September 25, 2012.*
(a)(1)(B)	Letter of Transmittal (including Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(5)(A)	Joint Press Release issued by Complete Genomics, Inc. and BGI-Shenzhen on September 17, 2012 (incorporated by reference to Exhibit 99.1 to BGI-Shenzhen's Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 17, 2012).*
(a)(5)(B)	Summary Newspaper Advertisement as published in The New York Times on September 25, 2012.*
(a)(5)(C)	Press Release issued by BGI-Shenzhen on September 25, 2012.*
(a)(5)(D)	Complaint filed by Glenn Dietel, on behalf of himself and all other similarly situated, on September 20, 2012, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(E)	Complaint filed by Walter David McNeal, on behalf of himself and all other similarly situated, on September 21, 2012, in the Court of Chancery of the State of Delaware.*
(a)(5)(F)	Complaint filed by Christopher Walsh, on behalf of himself and all other similarly situated, on September 24, 2012, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(G)	Complaint filed by Budy Liauw, on behalf of himself and all other similarly situated, on September 25, 2012, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(H)	Complaint filed by Irwin Hyman, on behalf of himself and all other similarly situated, on September 26, 2012, in the Court of Chancery of the State of Delaware.*
(a)(5)(I)	Complaint filed by Chad Gerber, on behalf of himself and all other similarly situated, on September 28, 2012, in the Court of Chancery of the State of Delaware.*
(a)(5)(J)	Complaint filed by Saba Saleemi, on behalf of himself and all other similarly situated, on October 1, 2012, in the Court of Chancery of the State of Delaware.*
(a)(5)(K)	Amended Complaint filed by Walter David McNeal, on behalf of himself and all other similarly situated, on October 1, 2012, in the Court of Chancery of the State of Delaware.*
(a)(5)(L)	Complaint filed by Derek Davis, on behalf of himself and all other similarly situated, on September 28, 2012, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(M)	Press Release issued by BGI-Shenzhen on October 22, 2012.*
(a)(5)(N)	Press Release issued by BGI-Shenzhen on November 20, 2012.*
(a)(5)(O)	Press Release issued by BGI-Shenzhen on December 13, 2012.*
(a)(5)(P)	Press Release issued by BGI-Shenzhen on December 28, 2012.*
(a)(5)(Q)	Joint Press Release issued by BGI-Shenzhen and Complete Genomics, Inc. on December 28, 2012.*
(a)(5)(R)	Press Release issued by BGI-Shenzhen on January 7, 2013.*
(a)(5)(S)	Joint Press Release issued by BGI-Shenzhen and Complete Genomics, Inc. on January 7, 2013.*

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- (a)(5)(T) Press Release issued by BGI-Shenzhen on January 11, 2013.*
- (a)(5)(U) Joint Press Release issued by BGI-Shenzhen and Complete Genomics, Inc. on January 11, 2013.*
- (a)(5)(V) Press Release issued by BGI-Shenzhen on January 18, 2013.*
- (a)(5)(W) Press Release issued by BGI-Shenzhen on January 25, 2013.*
- (a)(5)(X) Press Release issued by BGI-Shenzhen on February 1, 2013.*
- (a)(5)(Y) Press Release issued by BGI-Shenzhen on February 6, 2013.*
- (a)(5)(Z) Press Release issued by BGI-Shenzhen on February 22, 2013.*
- (a)(5)(AA) Joint Press Release issued by BGI-Shenzhen and Complete Genomics, Inc. on February 25, 2013.*
- (a)(5)(BB) Press Release issued by BGI-Shenzhen on March 3, 2013.
- (b)(1) Commitment Letter, dated as of September 4, 2012, by and between the Agricultural Bank of China and BGI-Shenzhen (executed copy is in Chinese; English translation is attached).*
- (b)(2) Commitment Letter, dated as of September 4, 2012, by and between China Construction Bank Corporation and BGI-Shenzhen (executed copy is in Chinese; English translation is attached).*
- (b)(3) Commitment Letter, dated as of August 31, 2012, by and between the Export-Import Bank of China and BGI-Shenzhen (executed copy is in Chinese; English translation is attached).*
- (d)(A) Agreement and Plan of Merger, dated as of September 15, 2012, by and among Complete Genomics, Inc., Beta Acquisition Corporation and BGI-Shenzhen (incorporated by reference to Exhibit 2.1 to Complete Genomic, Inc.' s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2012).

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- (d)(B) Tender and Support Agreement, dated as of September 15, 2012, by and among Complete Genomics, Inc., Beta Acquisition Corporation and certain stockholders of Complete Genomics, Inc. (incorporated by reference to Exhibit 10.1 to Complete Genomics, Inc.' s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2012).
- (d)(C) Convertible Subordinated Promissory Note, dated as of September 15, 2012, by and among BGI-Shenzhen, BGI-HONGKONG Co., Limited and Complete Genomics, Inc. (incorporated by reference to Exhibit 10.2 to Complete Genomics, Inc.' s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2012).
- (g) Not applicable.
- (h) Not applicable.
- * Previously filed.

**BGI-SHENZHEN EXTENDS TENDER OFFER FOR
COMPLETE GENOMICS, INC.**

SHENZHEN, CHINA. March 3, 2013—BGI-Shenzhen (“BGI”) announced today that it, through its wholly-owned subsidiary Beta Acquisition Corporation, has extended its all cash tender offer (the “Offer”) to purchase all outstanding shares of common stock of Complete Genomics, Inc. (NASDAQ: GNOM) (“Complete”) to 11:59 p.m. (New York City time) on Thursday, March 14, 2013. The Offer was previously scheduled to expire at 12:00 midnight (New York City time) on Friday, March 1, 2013.

Except for the extension of the Offer expiration date, all other terms and conditions of the Offer remain unchanged. The Depository for the Offer has indicated that, as of the close of business on March 1, 2013, approximately 30,715,625 shares, or approximately 87%, of common stock of Complete have been validly tendered in and not withdrawn from the Offer, including shares of common stock of Complete subject to guaranteed delivery procedures.

BGI’s financial advisor is Citi, and its legal counsel is O’ Melveny & Myers LLP. Complete’s financial adviser is Jefferies & Company, and its legal counsel is Latham & Watkins LLP.

Stockholders with questions about the Offer, or who need assistance with tendering their shares of common stock of Complete, may call the Information Agent, Innisfree M&A Incorporated, toll-free, at (888) 750-5834.

FORWARD-LOOKING STATEMENTS

Certain statements either contained in or incorporated by reference into this document are forward-looking statements that involve risks and uncertainty. Future events regarding the proposed transactions and both BGI’s and Complete’s actual results could differ materially from the forward-looking statements. Factors that might cause such a difference include, but are not limited to, statements regarding the combined companies’ plans following, and the expected completion of, the proposed acquisition. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements and generally include statements that are predictive in nature and depend upon or refer to future events or conditions. Risks and uncertainties include the ability of BGI and Complete to complete the transactions contemplated by the merger agreement, including the parties’ abilities to satisfy the conditions to the consummation of the proposed acquisition; the possibility of any termination of the merger agreement; the timing of the Offer and the subsequent merger; uncertainties as to how many of Complete’s stockholders will tender their shares of common stock in the Offer; the possibility that various other conditions to the consummation of the Offer or the subsequent merger may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the acquisition; other uncertainties pertaining to the business of Complete or BGI; legislative and regulatory activity and oversight; the continuing global economic uncertainty and other risks detailed in Complete’s public filings with the Securities and Exchange Commission (the “SEC”) from time to time, including Complete’s most recent Annual Report on Form 10-K for the year ended December 31, 2011, Quarterly Reports on Form 10-Q and its subsequently filed SEC reports, each as filed with the SEC, which contains and identifies important factors that could cause actual results to differ materially from those contained in the forward-looking statements. The reader is cautioned not to unduly rely on these forward-looking statements. Each of Complete and BGI expressly disclaims any intent or obligation to update or revise publicly these forward-looking statements except as required by law.

ADDITIONAL INFORMATION

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares of Complete. BGI and

Beta Acquisition Corporation filed a tender offer statement with the SEC on September 25, 2012, and mailed an offer to purchase, forms of letter of transmittal and related documents to Complete' s stockholders. Complete filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC on September 25, 2012, and mailed the Schedule 14D-9 to Complete' s stockholders. These documents, as they may be amended from time to time, contain important information about the Offer and stockholders of Complete are urged to read them carefully.

Investors may obtain a free copy of these documents and other relevant documents filed with the SEC through the website maintained by the SEC at www.sec.gov. In addition, investors and stockholders will be able to obtain free copies of these materials filed by Complete by contacting Investor Relations by telephone at (650) 943-2788, by mail at Complete Genomics, Inc., Investor Relations, 2071 Stierlin Court, Mountain View, California 94043, or by going to Complete' s Investor Relations page on its corporate website at www.completegenomics.com.

MEDIA INQUIRIES

For BGI-Shenzhen:

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