

KLEINER PERKINS CAUFIELD & BYERS X A LP
Form SC 13G
February 14, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b) AND (c) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(b)(1)**

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Genomic Health, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

37244C101

(CUSIP Number)

December 31, 2005

(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 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(1)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.

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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).

CUSIP No. 37244C101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership (KPCB X-A) 94-3320707

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 California limited partnership

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,619,483
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,619,483

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,619,483

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 6.6%

12. Type of Reporting Person (See Instructions)
 PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership (KPCB X-B) 94-3376256
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
3. SEC Use Only
4. Citizenship or Place of Organization
California limited partnership
5. Sole Voting Power
0
6. Shared Voting Power
45,677
7. Sole Dispositive Power
0
8. Shared Dispositive Power
45,677
9. Aggregate Amount Beneficially Owned by Each Reporting Person
45,677
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
0.2%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 KPCB X Associates, L.P., a California limited partnership (KPCB X Associates) 94-3365491

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) y

3. SEC Use Only

4. Citizenship or Place of Organization
 California limited partnership

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
 0

6. Shared Voting Power
 1,665,160 shares, of which 1,619,483 shares are directly held by KPCB X-A and 45,677 shares are directly held by KPCB X-B. KPCB X Associates is the general partner of KPCB X-A and KPCB X-B.

7. Sole Dispositive Power
 0

8. Shared Dispositive Power
 1,665,160 shares, of which 1,619,483 shares are directly held by KPCB X-A and 45,677 shares are directly held by KPCB X-B. KPCB X Associates is the general partner of KPCB X-A and KPCB X-B.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,665,160

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
 6.8%

12. Type of Reporting Person (See Instructions)
 PN

Item 1.

- (a) Name of Issuer
Genomic Health, Inc.
- (b) Address of Issuer's Principal Executive Offices
301 Penobscot Drive
Redwood City, CA 94063

Item 2.

- (a) Name of Person Filing
Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership
Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership
Kleiner Perkins Caufield & Byers X Associates, L.P., a California limited partnership
- (b) Address of Principal Business Office or, if none, Residence
c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road, Menlo Park, California 94025
- (c) Citizenship
- (d) The entities listed in Item 2(a) are California Limited Partnerships.
Title of Class of Securities
- (e) Common Stock
CUSIP Number
37244C101

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. See rows 5-11 of cover pages hereto.

- (a) Amount beneficially owned:

- (b) Percent of class:

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
 - (iii) Sole power to dispose or to direct the disposition of
 - (iv) Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in the limited partnership agreements of KPCB X-A and KPCB X-B, the general and limited partners of such entities may have the right to receive dividends on, or the proceeds from the sale of, the securities of Genomic Health, Inc. held by such entity. No such partner's rights relate to more than 5% of the class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

[The remainder of this page intentionally left blank.]

SIGNATURES

After reasonable 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.

Date: February 14, 2006

KPCB X ASSOCIATES, LLC, A
CALIFORNIA LIMITED LIABILITY
CORPORATION

Signature /s/ Brook H. Byers
Brook H. Byers

KLEINER PERKINS CAUFIELD & BYERS
X-A, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

KLEINER PERKINS CAUFIELD & BYERS
X-B, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

By: KPCB X Associates, L.P., a California
Limited Partnership, its General Partner

Signature /s/ Brook H. Byers
Brook H. Byers

EXHIBIT INDEX

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d 1 of the Act the statement dated December 31, 2005 containing the information required by Schedule 13G, for the securities of Genomic Health, Inc., held by Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership, and Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership, and with respect to its general partner, such other holdings as may be reported therein.

Date: February 14, 2006

KPCB X ASSOCIATES, LLC, A
CALIFORNIA LIMITED LIABILITY
CORPORATION

Signature /s/ Brook H. Byers
Brook H. Byers

KLEINER PERKINS CAUFIELD & BYERS
X-A, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

KLEINER PERKINS CAUFIELD & BYERS
X-B, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

By: KPCB X Associates, L.P., a California
Limited Partnership, its General Partner

Signature /s/ Brook H. Byers
Brook H. Byers