

GENOMIC HEALTH INC
Form 8-K
June 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 11, 2015**

GENOMIC HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-51541
(Commission File Number)

77-0552594
(I.R.S. Employer
Identification No.)

301 Penobscot Drive
Redwood City, CA
(Address of principal executive offices)

94063
(Zip Code)

(650) 556-9300

(Registrant's telephone number,
including area code)

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N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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Item 5.07

Submission of Matters to a Vote of Security Holders.

The following actions were taken at the Annual Meeting of Stockholders of Genomic Health, Inc. (the Company), held on June 11, 2015:

1. The following Directors were elected to serve until the 2016 Annual Meeting or until their successors are duly elected and qualified:

| | For | Withheld | Broker Non-Votes |
|------------------------------|------------|-----------------|-----------------------------|
| Kimberly J. Popovits | 25,651,781 | 1,744,159 | 3,231,617 |
| Felix J. Baker, Ph.D. | 24,550,402 | 2,845,538 | 3,231,617 |
| Julian C. Baker | 25,737,908 | 1,658,032 | 3,231,617 |
| Fred E. Cohen, M.D., D.Phil. | 20,301,723 | 7,094,217 | 3,231,617 |
| Henry J. Fuchs, M.D. | 24,538,878 | 2,857,062 | 3,231,617 |
| Ginger L. Graham | 25,821,110 | 1,574,830 | 3,231,617 |
| Randall S. Livingston | 25,827,733 | 1,568,207 | 3,231,617 |

2. An Amendment to the Amended and Restated Genomic Health, Inc. 2005 Stock Incentive Plan was approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-----------------------------|
| 17,968,100 | 7,908,612 | 1,519,228 | 3,231,617 |

3. The compensation of the Company's named executive officers was approved, on a non-binding advisory basis.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-----------------------------|
| 24,085,014 | 1,792,354 | 1,518,572 | 3,231,617 |

4. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year was approved.

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| For | Against | Abstain |
|------------|----------------|----------------|
| 29,025,252 | 57,834 | 1,544,471 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 17, 2015

GENOMIC HEALTH, INC.

By:

/s/ G. Bradley Cole
G. Bradley Cole
Chief Financial Officer