

GENOMIC HEALTH INC

Form 4

April 03, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER FELIX

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY US 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					173,897	I	See footnote (1)
Common Stock	04/01/2014		A		752 (2)	A	\$ 26.57
					198,228	I	See footnote (2) (3) (9)
Common Stock	04/01/2014		A		752 (2)	A	\$ 26.57
					177,964	I	See footnote (2) (4) (9)
Common Stock	04/01/2014		A		752 (2)	A	\$ 26.57
					17,305	I	See footnote

									(2) (5) (9)
Common Stock	04/01/2014		A	752 (2)	A	\$ 26.57	1,733,475	I	See footnote (2) (6) (9)
Common Stock	04/01/2014		A	752 (2)	A	\$ 26.57	11,244,352	I	See footnote (2) (7) (9)
Common Stock	04/01/2014		A	752 (2)	A	\$ 26.57	303,913	I	See footnote (2) (8) (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		
Baker Bros. Investments, L.P. 667 MADISON AVENUE NEW YORK, NY US 10065	X	X		
	X	X		

Baker Bros. Investments II, L.P.
667 MADISON AVENUE 21ST FLOOR
NEW YORK, NY US 10065

Baker/Tisch Investments, LP
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

667, L.P.
667 MADISON AVENUE 21ST FLOOR X X
NEW YORK, NY US 10065

Baker Brothers Life Sciences LP
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

14159, L.P.
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

BAKER BROS. ADVISORS LP
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

BAKER JULIAN
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

Baker Bros. Advisors (GP) LLC
667 MADISON AVENUE 21ST FLOOR X X
NEW YORK, NY US 10065

Signatures

/s/ Felix J. Baker

04/03/2014

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROS INVESTMENTS, L.P., pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments, L.P Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/03/2014

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROS INVESTMENTS II, L.P., pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments II, L.P Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/03/2014

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER/TISCH INVESTMENTS, L.P., pursuant to authority granted by Baker/Tisch Capital, L.P., GP to Baker/Tisch Investment, L.P Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/03/2014

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/03/2014

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of Genomic Health, Inc. (the "Issuer") directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that either Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

(2) 376 shares of restricted stock (the "Restricted Stock") issued to Felix J. Baker and 376 shares of Restricted Stock issued to Julian C. Baker pursuant to the Issuer's 2005 Stock Incentive Plan (the "Stock Incentive Plan") in lieu of director retainer fees of \$10,000, respectively. The shares of Restricted Stock are fully vested. Felix J. Baker and Julian C. Baker serve on the Issuer's Board of Directors as a representative of the Funds (as defined below). Pursuant to the policies of the Adviser (as defined below), Felix J. Baker and Julian C. Baker did not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds (as defined below) were entitled to an indirect proportionate pecuniary interest in the securities issued in lieu of director fees. Baker/Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the shares of Restricted Stock. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Restricted Stock issued in lieu of director retainer fees (ie. no direct pecuniary interest)

(3) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker/Tisch Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 198,228 shares of Common Stock of the Issuer beneficially owned by Baker Tisch, a limited partnership of which the sole general partner is Baker/Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker/Tisch Capital (GP), LLC, due to Baker/Tisch Capital L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

(4) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 177,964 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

(5) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 17,305 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments II, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments II. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

(6) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 1,733,475 shares of Common Stock of the Issuer beneficially owned by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

(7) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest 11,244,352 shares of Common Stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

(8) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 303,913 shares of Common Stock of the Issuer beneficially owned by 14159, a limited partnership of which the sole general partner is 14159 Capital L.P., a limited partnership of which the sole general partner is

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14159 Capital (GP), LLC, due to 14159 Capital L.P.'s right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 4,067 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

- (9) Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.