

GENOMIC HEALTH INC

Form 4

October 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COLELLA SAMUEL D

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 4 SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2005

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/04/2005		C		36,036	A	\$ 0 36,036 ⁽¹⁾	I	By Versant Affiliates Fund I-A, L.P. ⁽⁶⁾
Common Stock	10/04/2005		C		4,728	A	\$ 0 40,764 ⁽¹⁾	I	By Versant Affiliates Fund I-A, L.P. ⁽⁶⁾
Common Stock	10/04/2005		J		1,648 ⁽²⁾	A	\$ 0 ⁽²⁾ 42,412 ⁽¹⁾	I	By Versant

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Common Stock	10/04/2005	C	75,675	A	\$ 0	75,675 ⁽¹⁾	I	Affiliates Fund I-A, L.P. ⁽⁶⁾ By Versant Affiliates Fund I-B, L.P. ⁽⁷⁾
Common Stock	10/04/2005	C	9,929	A	\$ 0	85,604 ⁽¹⁾	I	By Versant Affiliates Fund I-B, L.P. ⁽⁷⁾
Common Stock	10/04/2005	J	3,462 ⁽³⁾	A	\$ 0 ⁽³⁾	89,066 ⁽¹⁾	I	By Versant Affiliates Fund I-B, L.P. ⁽⁷⁾
Common Stock	10/04/2005	C	32,432	A	\$ 0	32,432 ⁽¹⁾	I	By Versant Affiliates Side Fund I, L.P. ⁽⁸⁾
Common Stock	10/04/2005	C	8,890	A	\$ 0	41,323 ⁽¹⁾	I	By Versant Affiliates Side Fund I, L.P. ⁽⁸⁾
Common Stock	10/04/2005	J	1,671 ⁽⁴⁾	A	\$ 0 ⁽⁴⁾	42,994 ⁽¹⁾	I	By Versant Affiliates Side Fund I, L.P. ⁽⁸⁾
Common Stock	10/04/2005	C	1,657,657	A	\$ 0	1,657,657 ⁽¹⁾	I	Versant Venture Capital I, L.P. ⁽⁸⁾
Common Stock	10/04/2005	C	449,265	A	\$ 0	2,106,923 ⁽¹⁾	I	By Versant Venture Capital I, L.P. ⁽⁹⁾
Common Stock	10/04/2005	J	85,227 ⁽⁵⁾	A	\$ 0 ⁽⁵⁾	2,192,150 ⁽¹⁾	I	By Versant Venture Capital I,

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	<u>(10)</u>	10/04/2005		C		108,108	<u>(11)</u>	<u>(12)</u>	Common Stock	36,036
Series E Preferred Stock	<u>(10)</u>	10/04/2005		C		14,184	<u>(11)</u>	<u>(12)</u>	Common Stock	4,728
Series B Preferred Stock	<u>(10)</u>	10/04/2005		C		227,027	<u>(11)</u>	<u>(12)</u>	Common Stock	75,675
Series E Preferred Stock	<u>(10)</u>	10/04/2005		C		29,787	<u>(11)</u>	<u>(12)</u>	Common Stock	9,929
Series B Preferred Stock	<u>(10)</u>	10/04/2005		C		97,297	<u>(11)</u>	<u>(12)</u>	Common Stock	32,432
Series E Preferred Stock	<u>(10)</u>	10/04/2005		C		26,672	<u>(11)</u>	<u>(12)</u>	Common Stock	8,890

Series B Preferred Stock	<u>(10)</u>	10/04/2005	C	4,972,973	<u>(11)</u>	<u>(12)</u>	Common Stock	1,657,65
Series E Preferred Stock	<u>(10)</u>	10/04/2005	C	1,347,797	<u>(11)</u>	<u>(12)</u>	Common Stock	449,265

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA SAMUEL D 3000 SAND HILL ROAD BUILDING 4 SUITE 210 MENLO PARK, CA 94025	X			

Signatures

/s/ Robin L. Praeger,
Attorney-In-Fact

10/05/2005

 **Signature of Reporting Person

Date

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) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(2) On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend"). As a result, the Reporting Person received 1,648 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(3) As a result of the Conditional Dividend, the Reporting Person received 3,462 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(4) As a result of the Conditional Dividend, the Reporting Person received 1,671 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(5) As a result of the Conditional Dividend, the Reporting Person received 85,227 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(6) The shares owned by Versant Affiliates Fund I-A, L.P. ("VAF-IA"). The general partner of VAF-IA is Versant Ventures I, LLC ("VVI").

(7) The shares owned by Versant Affiliates Fund I-B, L.P. ("VAF-IB"). The general partner of VAF-IB is VVI.

(8) The shares owned by Versant Side Fund I, L.P. ("VSF"). The general partner of VSF is VVI.

(9) The shares owned by Versant Venture Capital I, L.P. ("VVC"). The general partner of VVC is VVI.

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- (10) Every 3 shares of Preferred Stock were converted into 1 share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7.
- (11) These securities are exercisable immediately.
- (12) These securities do not have an expiration date.

Remarks:

General Remarks:

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