

GENOMIC HEALTH INC
Form 8-K
June 10, 2013

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 6, 2013**

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):

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

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

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

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

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., held on June 6, 2013:

1. The following Directors were elected to serve until the 2014 Annual Meeting or until their successors are duly elected and qualified:

	For	Withheld	Broker Non-Votes
Kimberly J. Popovits	24,276,380	268,626	3,699,785
Felix J. Baker, Ph.D.	24,362,055	182,951	3,699,785
Julian C. Baker	24,087,285	457,721	3,699,785
Fred E. Cohen, M.D., D.Phil.	24,437,609	107,397	3,699,785
Samuel D. Colella	24,326,610	218,396	3,699,785
Ginger L. Graham	24,412,485	132,521	3,699,785
Randall S. Livingston	24,485,933	59,073	3,699,785
Woodrow A. Myers, Jr., M.D.	24,310,675	234,331	3,699,785

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

	For	Against	Abstain	Broker Non-Votes
	24,172,302	160,561	212,143	3,699,785

3. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2013 fiscal year was approved.

	For	Against	Abstain
	27,993,580	231,255	19,956

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 10, 2013

GENOMIC HEALTH, INC.

By:

/s/ Dean L. Schorno
Dean L. Schorno
Chief Financial Officer