

GENOMIC HEALTH INC
Form SC 13D/A
February 10, 2010

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 5)

Genomic Health, Inc
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

37244C101
(CUSIP Number)

Leo Kirby
667 Madison Avenue, 21st Floor
New York, NY 10065
(212) 339-5633

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 10, 2010
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 (the "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).

SCHEDULE 13D

CUSIP No. 37244C101

Page 2 of 8 Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) "
 (See Instructions) (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS "
 REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		33,000
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,097,613
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		33,000
PERSON	10	SHARED DISPOSITIVE POWER
WITH		6,097,613

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,130,613

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) "
 EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 21.4%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

SCHEDULE 13D

CUSIP No. 37244C101

Page 3 of 8 Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Felix J. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) "
 (See Instructions) (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS "
 REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,097,613
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		6,097,613

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,097,613

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) "
 EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 21.3%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

This Amendment No. 5 to Schedule 13D is being filed by Julian C. Baker and Felix J. Baker (the “Reporting Persons”) to supplement the statements on Schedule 13D previously filed by them, as heretofore amended. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 5. Interest in Securities of the Issuer.

Set forth below is the aggregate number of shares of Common Stock held, including shares that maybe acquired upon exercise of Options as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock that such number represents based upon 28,610,700 shares outstanding, as reported on the company’s SEC Form 10Q filed on November 9, 2009. Such percentage figures are calculated on the basis that the Options owned by the Reporting Persons are deemed exercised for shares of Common Stock but other outstanding Options are not deemed exercised.

Name	Number of Shares	Percent of Class Outstanding
Baker Bros. Investments, L.P.	173,897	0.6%
Baker Bros. Investments II, L.P.	20,287	0.1%
667, L.P.	1,253,653	4.4%
Baker Brothers Life Sciences, L.P.	4,168,674	14.5%
14159, L.P.	113,044	0.4%
FBB Associates	173,897	0.6%
Baker/Tisch Investments, L.P.	194,161	0.7%
Julian C. Baker	33,000	0.1%
Total	6,130,613	21.4%

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above, Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of shares owned by such entities and may be deemed to have shared power to vote or direct the vote of and shared power to dispose or direct the disposition of such securities. Julian C. Baker and Felix J. Baker are also the sole partners of FBB Associates, a general partnership, and as such may be deemed to be beneficial owners of shares owned by FBB Associates and may be deemed to have shared power to vote or direct the vote and dispose or direct the disposition of those shares.

Julian C. Baker is a Director of the Company.

The following transactions in Common Stock were effected by the entities noted below during the sixty days preceding the filing of this statement. None of the reporting Persons has effected any other transactions in Common Stock during this period.

Page 4 of 8 Pages

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Name	Date	Number of Shares	Transaction	Price / Share
Baker Brothers Life Sciences, L.P.	2/8/2010	43,291	Purchase	16.8521
14159, L.P.	2/8/2010	1,195	Purchase	16.8521
Baker Brothers Life Sciences, L.P.	2/8/2010	7,975	Purchase	16.9311
14159, L.P.	2/8/2010	220	Purchase	16.9311
Baker Brothers Life Sciences, L.P.	2/8/2010	21,703	Purchase	16.8741
14159, L.P.	2/8/2010	599	Purchase	16.8741
Baker Brothers Life Sciences, L.P.	2/9/2010	13,943	Purchase	17.0261
14159, L.P.	2/9/2010	385	Purchase	17.0261
Baker Brothers Life Sciences, L.P.	2/9/2010	1,070	Purchase	16.9323
14159, L.P.	2/9/2010	30	Purchase	16.9323
Baker Brothers Life Sciences, L.P.	2/9/2010	21,979	Purchase	17.1522
14159, L.P.	2/9/2010	607	Purchase	17.1522
Baker Brothers Life Sciences, L.P.	2/10/2010	223,822	Purchase	17.0414
14159, L.P.	2/10/2010	6,178	Purchase	17.0414
Baker Brothers Life Sciences, L.P.	2/10/2010	7,100	Purchase	16.9294
14159, L.P.	2/10/2010	196	Purchase	16.9294
Baker Brothers Life Sciences, L.P.	2/10/2010	971	Purchase	16.9773
14159, L.P.	2/10/2010	27	Purchase	16.9773

Page 5 of 8 Pages

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as reported herein, neither of the Reporting Persons has any express contracts, arrangements or understandings with any other Reporting Person with respect to the securities of the Company. Except as set forth in Item 7 below, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with the Company.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1. Agreement regarding the joint filing of this statement.

Page 6 of 8 Pages

SIGNATURE

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.

February 10, 2010

By:/s/ Julian C.
Baker
Julian C. Baker

By:/s/ Felix J. Baker
Felix J. Baker

Page 7 of 8 Pages

AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this Statement on Schedule 13D relating to the Common Stock, \$0.0001 par value, of Genomic Health, Inc. is being filed with the Securities and Exchange Commission on behalf of each of them.

February 10, 2010

By: /s/ Julian C.
Baker
Julian C. Baker

By: /s/ Felix J. Baker
Felix J. Baker