

GENOMIC HEALTH INC  
Form 3  
September 28, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 Bros. Capital (GP), LLC

2. Date of Event Requiring Statement  
(Month/Day/Year)  
09/28/2005

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

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

667 MADISON AVENUE, 17TH FLOOR

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

NEW YORK, NY 10021

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred	Â (1)	Â (2)	Common Stock	126,126 (3) (4)	\$ (5)	I	Through Partnerships (6)
Series E Preferred	Â (1)	Â (2)	Common Stock	41,011 (3) (7)	\$ (8)	I	Through Partnerships (6)
Series E Preferred	Â (1)	Â (2)	Common Stock	14,719 (3) (7)	\$ (8)	I	Through Partnerships (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bros. Capital (GP), LLC 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021	Â	Â X	Â	Â
BAKER JULIAN 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021	Â X	Â X	Â	Â

## Signatures

/s/ Julian C. Baker, as  
Managing Member of Baker  
Bros. Capital (GP), LLC

09/28/2005

\*\*Signature of Reporting Person Date

/s/ Julian C. Baker

09/28/2005

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) These securities are exercisable immediately.
- (2) These securities do not have an expiration date.

In addition to Baker Bros. Capital (GP), LLC, this Form 3 is being filed jointly by Julian C. Baker, who has the same business address as Baker Bros. Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a group of such shareholders. However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of such securities owned by any such person, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

- (4) Does not include shares of Common Stock that may be issued to the Reporting Persons if the conditional dividend of shares of Common Stock declared by the Issuer's Board of Directors on September 8, 2005 is distributed upon the closing of the Issuer's initial public offering (the "IPO") in the event the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend").

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- (5) Upon consummation of the IPO, every 3 shares of Series B Preferred Stock will be converted into 1 share of Common Stock.  
Represents securities owned by Baker Bros. Investments, L.P., 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. Julian C. Baker is a controlling member of Baker Bros. Capital (GP), LLC.
- (6) Does not include shares of Common Stock that will be issued to the Reporting Persons upon consummation of the Issuer's IPO as a result of either (a) the distribution of the Conditional Dividend or (b) the Increased Conversion Rate (as defined in footnote 8 below).  
Upon consummation of the IPO, every 3 shares of Series E Preferred Stock will be converted into 1 share of Common Stock; provided, however, if the price per share of shares sold in the IPO is less than \$11.40, the conversion rate will be 1.128 shares of Common Stock for every 3 shares of Series E Preferred Stock (the "Increased Conversion Rate").
- (7) Represents securities owned by Baker Bros. Investments, II L.P., 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. Julian C. Baker is a controlling member of Baker Bros. Capital (GP), LLC.
- (8) Represents securities owned by Baker Bros. Investments, II L.P., 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. Julian C. Baker is a controlling member of Baker Bros. Capital (GP), LLC.

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.