

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Baker Biotech Capital III (Z) (GP), LLC | | | (Month/Day/Year) | 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,Â 17TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | ___X___ 10% Owner |
| NEW YORK,Â NYÂ 10021 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (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 | |

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 | |

| | | | | | | | |
|--------------------|-------|-------|--------------|-------------------|--------|---|--------------------------|
| Series E Preferred | Â (1) | Â (2) | Common Stock | 21,355 (3) (4) | \$ (5) | I | Through Partnerships (6) |
|--------------------|-------|-------|--------------|-------------------|--------|---|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Baker Biotech Capital III (Z) (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 Biotech Capital III (Z) (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 Biotech Capital III (Z) (GP), LLC, this Form 3 is being filed jointly by Julian C. Baker, who has the same business address as Baker Biotech Capital III (Z) (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.

(3) Does not include shares of Common Stock that will be issued to the Reporting Person upon consummation of the Issuer's initial public offering (the "IPO") as a result of either (a) the distribution of the conditional dividend of shares of Common Stock declared by the Issuer's Board of Directors on September 8, 2005 in the event the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater or (b) the Increased Conversion Rate (as defined in footnote 5 below).

(4) 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").

(5) Represents securities owned by Baker Biotech Fund III (Z), L.P., a limited partnership of which the sole general partner is Baker Biotech Capital III (Z), L.P., a limited partnership of which the sole general partner is Baker Biotech Capital III (Z) (GP), LLC. Julian C. Baker is a controlling member of Baker Biotech Capital III (Z) (GP), LLC.

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