GENOMIC HEALTH INC

Form 4 October 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Issuer

X Director

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

GENOMIC HEALTH INC [GHDX]

Symbol

1(b).

(Last)

(Print or Type Responses)

COLELLA SAMUEL D

1. Name and Address of Reporting Person *

(First)

(Middle)

3000 SAND HILL 10/04/2			Day/Year)				_X Director Officer (give		o Owner er (specify
ROAD, BU	2003			ŀ	pelow)	below)	(« I)		
ROAD, BO	·				6. Individual or Joint/Group Filing(Check Applicable Line)				
MENLO PA	ARK, CA 94025						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	s Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	ed (A)	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)
Common Stock	10/04/2005		С	36,036	A	\$0	36,036 (1)	I	By Versant Affiliates Fund I-A, L.P. (6)
Common Stock	10/04/2005		С	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 <u>(2)</u>	A	\$ 0 (2)	42,412 (1)	I	By Versant

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								Affiliates Fund I-A, L.P. (6)
Common Stock	10/04/2005	С	75,675	A	\$ 0	75,675 <u>(1)</u>	I	By Versant Affiliates Fund I-B, L.P. (7)
Common Stock	10/04/2005	С	9,929	A	\$ 0	85,604 <u>(1)</u>	I	By Versant Affiliates Fund I-B, L.P. (7)
Common Stock	10/04/2005	J	3,462 <u>(3)</u>	A	\$ 0 (<u>3)</u>	89,066 (1)	I	By Versant Affiliates Fund I-B, L.P. (7)
Common Stock	10/04/2005	С	32,432	A	\$ 0	32,432 (1)	I	By Versant Affiliates Side Fund I, L.P. (8)
Common Stock	10/04/2005	С	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	С	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 <u>(5)</u>	A	\$ 0 (5)	2,192,150 (1)	I	By Versant Venture Capital I,

L.P. (9)

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

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SEC 1474 (9-02)

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

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Series B Preferred Stock	(10)	10/04/2005	С	4,972,973	<u>(11)</u>	(12)	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							
r g	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).
- 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.
- 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 Condidional 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.
- 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.

Reporting Owners 4

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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:

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.