

GENOMIC HEALTH INC  
Form 4  
August 15, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 FELIX

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction (Month/Day/Year)

08/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    |                                      |  |                                |   | 173,897   | I  | See footnote (1)                                      |
| Common Stock                    |                                      |  |                                |   | 212,938   | I  | See footnote (2) (11)                                 |
| Common Stock                    |                                      |  |                                |   | 192,674   | I  | See footnote (3) (11)                                 |
| Common Stock                    |                                      |  |                                |   | 32,015  | I  | See footnote  |

|              |            |  |   |        |         |               | (4) (11)                                   |
|--------------|------------|--|---|--------|---------|---------------|--|
| Common Stock |            |  |   |        | 318,623 | I             | See footnote (5) (11)                      |
| Common Stock | 08/15/2016 |  | P | 10,104 | A       | \$<br>27.0159 | 1,758,289 I<br>See footnote (7) (11)       |
| Common Stock | 08/15/2016 |  | P | 89,896 | A       | \$<br>27.0159 | 11,348,958 I<br>See footnote (9) (10) (11) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAKER FELIX<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065                      | X             | X         |         |       |
| Baker Bros. Investments II, L.P.<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X             | X         |         |       |
|  | X             | X         |         |       |

Baker/Tisch Investments, LP  
667 MADISION AVENUE, 21ST FLOOR  
NEW YORK, NY 10065

667, L.P.  
667 MADISION AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

Baker Brothers Life Sciences LP  
667 MADISION AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

14159, L.P.  
667 MADISION AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

BAKER BROS. ADVISORS LP  
667 MADISON AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

BAKER JULIAN  
667 MADISON AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

Baker Bros. Advisors (GP) LLC  
667 MADISION AVENUE, 21ST FLOOR X X  
NEW YORK, NY New York

Baker Bros. Investments, L.P.  
667 MADISION AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

## Signatures

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker Bros. Investments II, L.P., pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments II, L.P Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 08/15/2016

--Signature of Reporting Person Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER/TISCH INVESTMENTS, L.P., pursuant to authority granted by Baker/Tisch Capital, L.P., GP to Baker/Tisch Investment, L.P Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 08/15/2016

--Signature of Reporting Person Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 08/15/2016

--Signature of Reporting Person Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P Name: Scott L. Lessing, Title: President /s/ 08/15/2016

--Signature of Reporting Person Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P Name: Scott L. Lessing, Title: President /s/ 08/15/2016

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Scott L. Lessing

\_\_Signature of Reporting Person

Date

/s/ Felix J. Baker

08/15/2016

\_\_Signature of Reporting Person

Date

BAKER BROS. ADVISORS LP: Name: Scott L. Lessing Title: President /s/ Scott L. Lessing

08/15/2016

\_\_Signature of Reporting Person

Date

/s/ Julian C. Baker

08/15/2016

\_\_Signature of Reporting Person

Date

BAKER BROS. ADVISORS (GP) LLC: Name: Scott L. Lessing Title: President /s/ Scott L. Lessing

08/15/2016

\_\_Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker Bros. Investments, L.P., pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments, L.P Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

08/15/2016

\_\_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).

(1) Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of Genomic Health, Inc. (the "Issuer") directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that either Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

(2) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker/Tisch Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 212,938 shares of Common Stock of the Issuer beneficially owned by Baker/Tisch Investments, L.P. ("Baker/Tisch"), a limited partnership of which the sole general partner is Baker/Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker/Tisch Capital (GP), LLC, due to Baker/Tisch Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch. Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

(3) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 192,674 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments, L.P. ("Baker Bros. Investments"), 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, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments. Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

(4) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 32,015 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), 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, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments II. Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the

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fund may be deemed to own a portion.

- (5) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 318,623 shares of Common Stock of the Issuer beneficially owned by 14159, L.P. ("14159"), a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

- (6) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$26.96 to \$27.09, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

- (7) After giving effect to the transactions reported herein and as a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 1,758,289 shares of Common Stock of the Issuer beneficially owned by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

- (8) The price reported in Column 4 is a weighted average price. These shares were purchased by Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with Baker/Tisch, Baker Bros. Investments, Baker Bros. Investments II, 14159, and 667, the "Funds") in multiple transactions at prices ranging from \$26.96 to \$27.09, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

- (9) After giving effect to the transactions reported herein and as a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest 11,348,958 shares of Common Stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

- (10) Includes beneficial ownership of 10,527 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 8,250 shares which were received from exercise of 8,250 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

- (11) Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

### Remarks:

Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the

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.