

Baker Bros. Investments II, L.P.
 Form 4
 March 25, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 BROS. ADVISORS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
860 WASHINGTON STREET, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2019

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

(Street)
NEW YORK, NY 10014

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

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)	Price				
				Code	V	Amount			
Common Stock						173,897	I	See footnotes (1)	
Common Stock	03/21/2019		S	800	D	\$ 74.7059 (2)	184,041	I	See footnotes (3) (9) (10) (11)
Common Stock	03/21/2019		S	55	D	\$ 74.7059 (2)	50,498	I	See footnotes (4) (9) (10) (11)

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Common Stock	03/21/2019	S	716	D	\$ 74.7059 (2)	169,087	I	See footnotes (5) (9) (10) (11)
Common Stock	03/21/2019	S	1,235	D	\$ 74.7059 (2)	262,055	I	See footnotes (6) (9) (10) (11)
Common Stock	03/21/2019	S	7,167	D	\$ 74.7059 (2)	1,332,977	I	See footnotes (7) (10) (11) (12)
Common Stock	03/21/2019	S	46,678	D	\$ 74.7059 (2)	8,412,180	I	See footnotes (8) (10) (11) (12)

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

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(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 Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 860 WASHINGTON STREET	X	X		

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<u>Signature of Reporting Person</u>	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/ Scott L. Lessing	03/25/2019
<u>Signature of Reporting Person</u>	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	03/25/2019
<u>Signature of Reporting Person</u>	Date
By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/25/2019
<u>Signature of Reporting Person</u>	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/	03/25/2019
<u>Signature of Reporting Person</u>	Date
/s/ Felix J. Baker	03/25/2019
<u>Signature of Reporting Person</u>	Date
/s/ Julian C. Baker	03/25/2019
<u>Signature of Reporting Person</u>	Date
/s/ 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	03/25/2019
<u>Signature of Reporting Person</u>	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) The price reported in Column 4 is a weighted average price. These shares were traded by Baker/ Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments II, L.P. ("Bros II"), Baker Bros. Investments, L.P. ("Bros I"), 14159, L.P. ("14159"), 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences") in multiple transactions at prices ranging from \$74.50 to \$75.35, 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 (the "Staff"), upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
 - (3) After giving effect to the transactions reported herein and as a result of their 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 the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 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.
 - (4)

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After giving effect to the transactions reported herein and as a result of their 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 the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Bros 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 Bros II.

- (5) After giving effect to the transactions reported herein and as a result of their 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 the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Bros I, 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 Bros I.

- (6) After giving effect to the transactions reported herein and as a result of their ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 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's, L.P.'s right to receive an allocation of a portion of the profits from 14159.

- (7) After giving effect to the transactions reported herein and as a result of their 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 the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 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.

- (8) After giving effect to the transactions reported herein and as a result of their 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 in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Life Sciences, and together with Baker Tisch, Bros I, Bros II, 14159 and 667, (the "Funds"), 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.

- (9) Includes beneficial ownership of 15,979 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 24,750 shares which were received from exercise of 24,750 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.

- (10) 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 managing members 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.

- (11) 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.

- (12) Includes beneficial ownership of 15,979 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 33,000 shares which were received from exercise of 33,000 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.

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.