

# GENOMIC HEALTH INC

Reported by  
**14159, L.P.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/17 for the Period Ending 10/01/17

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CIK	0001131324
Symbol	GHDX
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BAKER BROS. ADVISORS LP</b>  (Last) (First) (Middle)  <b>860 WASHINGTON STREET, 3RD FLOOR</b>  (Street)  <b>NEW YORK, NY 10014</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GENOMIC HEALTH INC [ GHDX ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/1/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								173897	I	See footnotes (1)
Common Stock	10/1/2017		A		622	A	\$32.09	224428	I	See footnotes (2)(3)(4)(5)(11)(12)
Common Stock	10/1/2017		A		622	A	\$32.09	204164	I	See footnotes (2)(3)(4)(6)(11)(12)
Common Stock	10/1/2017		A		622	A	\$32.09	43505	I	See footnotes (2)(3)(4)(7)(11)(12)
Common Stock	10/1/2017		A		622	A	\$32.09	1769779	I	See footnotes (2)(3)(4)(8)(11)(12)
Common Stock	10/1/2017		A		622	A	\$32.09	11360448	I	See footnotes (2)(3)(4)(9)(11)(12)
Common Stock	10/1/2017		A		622	A	\$32.09	330113	I	See footnotes (2)(3)(4)(10)(11)(12)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

(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) 311 shares of restricted stock (the "Restricted Stock") issued to Felix J. Baker and 311 shares of Restricted Stock issued to Julian C. Baker pursuant to the Issuer's 2005 Stock Incentive Plan, as amended (the "Stock Incentive Plan") in lieu of director retainer fees of \$10,000, respectively. The shares of Restricted Stock are fully vested. Felix J. Baker and Julian C. Baker serve on the Issuer's Board of Directors as representatives of the Funds (as defined below).
- (3) Pursuant to the policies of the Adviser (as defined below), Felix J. Baker and Julian C. Baker do not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds (as defined below) are entitled to an indirect proportionate pecuniary interest in the securities issued in lieu of director fees.
- (4) Baker/Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the shares of Restricted Stock. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Restricted Stock issued in lieu of director retainer fees (ie. no direct pecuniary interest).
- (5) 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 224,428 shares of Common Stock of the Issuer beneficially owned 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. Includes beneficial ownership of 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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) 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 204,164 shares of Common Stock of the Issuer beneficially owned by 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 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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.
- (7) 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 43,505 shares of Common Stock of the Issuer beneficially owned by 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 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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) 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 1,769,779 shares of Common Stock of the Issuer beneficially owned 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. Includes beneficial ownership of 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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.
- (9) 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 11,360,448 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. Includes beneficial ownership of 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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) 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 330,113 shares of Common Stock of the Issuer beneficially owned 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, L.P.'s right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 13,767 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 16,500 shares which were received from exercise of 16,500 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.
- (12) The disclosure of the grant of Restricted Stock reported on this form is the sum of two grants totaling 622 shares. The 622 shares are reported for each of the Funds as each has an indirect pecuniary interest.

**Remarks:**  
 Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
14159, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
667, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Advisors (GP) LLC 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Brothers Life Sciences LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
BAKER FELIX 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
BAKER JULIAN 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Investments II, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Investments, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker/Tisch Investments, LP 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		

**Signatures**

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 10/3/2017

**--**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/ Scott L. Lessing 10/3/2017

**--**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 10/3/2017

**--**Signature of Reporting Person

Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 10/3/2017

**--**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/ 10/3/2017

**--**Signature of Reporting Person

Date

/s/ Felix J. Baker 10/3/2017

—Signature of Reporting Person

Date

/s/ **Julian C. Baker**

**10/3/2017**

—Signature of Reporting Person

Date

**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**

**10/3/2017**

—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**

**10/3/2017**

—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 Investments, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing**

**10/3/2017**

—Signature of Reporting Person

Date

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

\* 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).

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

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.