

GENOMIC HEALTH INC

Reported by
14159, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/11/18 for the Period Ending 06/07/18

Address	301 PENOBSCOT DRIVE REDWOOD CITY, CA, 94063
Telephone	650-556-9300
CIK	0001131324
Symbol	GHDX
Fiscal Year	12/31

FORM 4

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

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
BAKER BROS. ADVISORS LP		GENOMIC HEALTH INC [GHDX]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
860 WASHINGTON STREET, 3RD FLOOR		6/7/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10014				<input type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<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			

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				
Non-Qualified Stock Options (right to buy)	\$51.72	6/7/2018		A		20000		6/7/2019 (1)	6/7/2028	Common Stock	20000	\$0	20000	I	See Footnotes (1) (2) (3) (4)

Explanation of Responses:

- 10,000 non-qualified stock options (the "Stock Options") convertible solely into common shares of Genomic Health, Inc. (the "Issuer") were granted to Felix J. Baker and 10,000 Stock Options were granted to Julian C. Baker pursuant to the Issuer's Amended and Restated 2005 Stock Incentive Plan. The Stock Options have a strike price of \$51.72 and fully vest on the first anniversary of the date of grant or immediately prior to the Issuer's annual meeting of stockholders, if earlier. Felix J. Baker and Julian C. Baker serve on the Issuer's Board of Directors (the "Board") as a representative of the Funds (as defined below). Pursuant to the policies of Baker Bros. Advisors LP (the "Adviser"), Felix J. Baker and Julian C. Baker do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds (as defined below) are entitled to receive all of the pecuniary interest in the securities issued.
- 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 own an indirect proportionate pecuniary interest in the Stock Options. 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 Stock Options (ie. no direct pecuniary interest).
- 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 have 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

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 6/11/2018

**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 6/11/2018

**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 6/11/2018

**Signature of Reporting Person Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 6/11/2018

**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/ 6/11/2018

**Signature of Reporting Person Date

/s/ Felix J. Baker 6/11/2018

**Signature of Reporting Person Date

/s/ Julian C. Baker 6/11/2018

—Signature of Reporting Person

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

6/11/2018

—Signature of Reporting Person

Date

/s/ 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

6/11/2018

—Signature of Reporting Person

Date

/s/ 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

6/11/2018

—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.

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