

GENOMIC HEALTH INC  
Form SC 13D/A  
May 30, 2007

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Genomic Health, Inc**  
(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**37244C101**  
(CUSIP Number)

**Leo Kirby  
667 Madison Avenue, 17th Floor  
New York, NY 10021  
(212) 339-5633**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**May 21, 2007**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## SCHEDULE 13D

CUSIP No. 37244C101	Page 2 of 8 Pages
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<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Julian C. Baker	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions) WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 4,975,237
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 4,975,237
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,975,237	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input checked="" type="checkbox"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.0%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions) IN	

## SCHEDULE 13D

CUSIP No. 37244C101	Page 3 of 8 Pages
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<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Felix J. Baker	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions) WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	SOLE VOTING POWER 4,966,987
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<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input checked="" type="checkbox"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.0%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions) IN	

**Item 1. Security and Issuer.**

This statement on Schedule 13D relates to the common stock, \$0.0001 par value (the “Common Stock”), of Genomic Health, Inc. a Delaware corporation (the “Company”), whose principal executive offices are located at 301 Penobscot Drive, Redwood City, California 94063.

**Item 2. Identity and Background.**

This statement is being filed by Julian C. Baker and Felix J. Baker (each, a “Reporting Person”), each of whom is a United States citizen. Set forth below is certain information with respect to each Reporting Person:

<u>Name</u>	<u>Business Address</u>	<u>Present Principal Occupation</u>
Julian C. Baker	667 Madison Avenue New York, NY 10021	Managing Member, Baker Bros. Advisors, LLC (an entity engaged in investment activities)
Felix J. Baker	667 Madison Avenue New York, NY 10021	Managing Member, Baker Bros. Advisors, LLC (an entity engaged in investment activities)

During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

The funds used to purchase the shares of Common Stock reported in Item 5 below were provided from the available working capital of the entities there indicated.

**Item 4. Purpose of Transaction.**

The entities referred to in Item 5 below acquired the shares of Common Stock set forth therein solely for investment. The Reporting Persons expect to review from time to time the investment positions of these entities and may, depending on market and other conditions, increase or decrease their holdings.

Whether the entities purchase any additional shares of Common Stock or dispose of any shares of Common Stock, and the amount and timing of any such transactions, will depend upon the Reporting Persons' continuing assessments of pertinent factors, including the availability of shares of Common Stock for purchase at particular price levels, the Company's business and prospects, other business investment opportunities, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Company, the availability and nature of opportunities to dispose of shares in the Company and other plans and requirements of the particular entities. Depending upon their assessments of these factors from time to time, the Reporting Persons may change their present intentions as stated above, including determining to acquire additional shares of Common Stock (by means of open market or privately negotiated purchases) or to dispose of some or all of the shares of Common Stock under their control. The Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Company or any sale of its assets or any change in its Board of Directors, management, capitalization, dividend strategy, charter or by-laws, or any other change in its business or corporate structure or with respect to the delisting or deregistration of any of its securities including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Julian C. Baker is a Director of the Company.

#### Item 5. Interest in Securities of the Issuer.

Set forth below is the aggregate number of shares of Common Stock held, including shares that maybe acquired upon exercise of Options as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock that such number represents based upon 27,642,436 shares outstanding, according to information received from the Company on May 30, 2007. Such percentage figures are calculated on the basis that the shares of Options owned by the Reporting Persons are deemed exercised for shares of Common Stock but other outstanding shares of Options are not deemed converted or exercised.

Name	Number of Shares	Percent of class
		Outstanding
Baker Bros. Investments, L.P.	173,897	0.6%
Baker Bros. Investments II, L.P.	20,095	0.1%
Baker Biotech Fund I, L.P.	1,150,104	4.2%
Baker Brothers Life Sciences, L.P.	3,171,209	11.5%
14159, L.P.	84,026	0.3%
Baker/Tisch Investments, L.P.	193,759	0.7%
FBB Associates	173,897	0.6%
Julian C. Baker	8,250	0.0%
<b>Total</b>	<b>4,975,237</b>	<b>18.0%</b>

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above, Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of shares owned by such entities and may be deemed to have shared power to vote or direct the vote of and shared power to dispose or direct the disposition of such securities. Julian C. Baker and Felix J. Baker are also the sole partners of FBB Associates, a general partnership, and as such may be deemed to be beneficial owners of shares owned by FBB Associates and may be deemed to have shared power to vote or direct the vote and dispose or direct the disposition of those shares.

The following transactions in Common Stock were effected by the entities noted below during the sixty days preceding the filing of this statement. All transactions were effected in the over-the-counter market directly with a

broker-dealer. None of the reporting Persons has effected any other transactions in Common Stock during this period.

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Baker Bros. Investments II, L.P.	5/23/2007	177	Purchase	16.4015
Baker Biotech Fund I, L.P.	5/23/2007	26,373	Purchase	16.4015
Baker Brothers Life Sciences, L.P.	5/23/2007	69,553	Purchase	16.4015
14159, L.P.	5/24/2007	375	Purchase	16.3107
Baker Bros. Investments II, L.P.	5/24/2007	30	Purchase	16.3107
Baker Biotech Fund I, L.P.	5/24/2007	4,480	Purchase	16.3107
Baker Brothers Life Sciences, L.P.	5/24/2007	11,815	Purchase	16.3107
14159, L.P.	5/24/2007	1,691	Purchase	16.3525
Baker Bros. Investments II, L.P.	5/24/2007	136	Purchase	16.3525
Baker Biotech Fund I, L.P.	5/24/2007	20,175	Purchase	16.3525
Baker Brothers Life Sciences, L.P.	5/24/2007	53,210	Purchase	16.3525
14159, L.P.	5/25/2007	3,514	Purchase	16.2443
Baker Bros. Investments II, L.P.	5/25/2007	282	Purchase	16.2443
Baker Biotech Fund I, L.P.	5/25/2007	41,909	Purchase	16.2443
Baker Brothers Life Sciences, L.P.	5/25/2007	110,529	Purchase	16.2443
14159, L.P.	5/29/2007	2,875	Purchase	16.3862
Baker Bros. Investments II, L.P.	5/29/2007	230	Purchase	16.3862
Baker Biotech Fund I, L.P.	5/29/2007	34,288	Purchase	16.3862
Baker Brothers Life Sciences, L.P.	5/29/2007	90,428	Purchase	16.3862
14159, L.P.	5/30/2007	339	Purchase	16.4383
Baker Bros. Investments II, L.P.	5/30/2007	27	Purchase	16.4383
Baker Biotech Fund I, L.P.	5/30/2007	2,247	Purchase	16.4383
Baker Brothers Life Sciences, L.P.	5/30/2007	10,683	Purchase	16.4383
14159, L.P.	5/30/2007	79	Purchase	16.4646
	5/30/2007	6	Purchase	16.4646

Baker Bros. Investments II, L.P.				
Baker Biotech Fund I, L.P.	5/30/2007	518	Purchase	16.4646
Baker Brothers Life Sciences, L.P.	5/30/2007	2,459	Purchase	16.4646

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Except as reported herein, neither of the Reporting Persons has any express contracts, arrangements or understandings with any other Reporting Person with respect to the securities of the Company. Except as set forth in Item 7 below, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with the Company.

**Item 7. Material to Be Filed as Exhibits.**

Exhibit 1. Agreement regarding the joint filing of this statement.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 30, 2007

By: /s/ Julian C. Baker

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Julian C. Baker

By: /s/ Felix J. Baker

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Felix J. Baker

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**AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this Statement on Schedule 13D relating to the Common Stock, \$0.0001 par value, of Genomic Health, Inc. is being filed with the Securities and Exchange Commission on behalf of each of them.

May 30, 2007

By: /s/ Julian C. Baker

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Julian C. Baker

By: /s/ Felix J. Baker

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Felix J. Baker