

GENOMIC HEALTH INC  
Form SC 13D/A  
March 02, 2011

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 8)

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, 21st Floor  
New York, NY 10065  
(212) 339-5633

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

March 2, 2011  
(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

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) "  
A GROUP (See Instructions) (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ..  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		41,250
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		7,212,569
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		41,250
PERSON	10	SHARED DISPOSITIVE POWER
WITH		7,212,569

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,253,819

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ..  
EXCLUDES CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
25.1%

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

## SCHEDULE 13D

CUSIP No. 37244C101

Page 3 of 8 Pages

- 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Felix J. Baker
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(See Instructions) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS   
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States
- |              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       |    | 0                        |
| BENEFICIALLY |    |                          |
| OWNED BY     | 8  | SHARED VOTING POWER      |
| EACH         |    | 7,212,569                |
| REPORTING    |    |                          |
| PERSON       | 9  | SOLE DISPOSITIVE POWER   |
| WITH         |    | 0                        |
|              | 10 | SHARED DISPOSITIVE POWER |
|              |    | 7,212,569                |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,212,569
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
25.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
IN

This Amendment No. 8 to Schedule 13D is being filed by Julian C. Baker and Felix J. Baker (the "Reporting Persons") to supplement the statements on Schedule 13D previously filed by them, as heretofore amended. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

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 28,857,463 shares outstanding, as reported on the company's SEC Form 10Q filed on November 9, 2010. Such percentage figures are calculated on the basis that the Options owned by the Reporting Persons are deemed exercised for shares of Common Stock but other outstanding Options are not deemed exercised.

Name	Number of Shares	Percent of Class Outstanding	
Baker Bros. Investments, L.P.	173,897	0.6	%
Baker Bros. Investments II, L.P.	20,287	0.1	%
667, L.P.	1,253,653	4.3	%
Baker Brothers Life Sciences, L.P.	5,253,682	18.2	%
14159, L.P.	142,992	0.5	%
FBB Associates	173,897	0.6	%
Baker/Tisch Investments, L.P.	194,161	0.7	%
Julian C. Baker	41,250	0.1	%
Total	7,253,819	25.1	%

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.

Julian C. Baker is a Director of the Company.

The following transactions in Common Stock were effected by the entities noted below during the sixty days preceding the filing of this statement. None of the reporting Persons has effected any other transactions in Common Stock during this period.

Name	Date	Number of Shares	Transaction	Price / Share
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	33,009	Purchase	22.8775
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	911	Purchase	22.8775
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	15,333	Purchase	22.8801
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	423	Purchase	22.8801
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	2,393	Purchase	22.8691
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/23/11	66	Purchase	22.8691
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/24/11	48,224	Purchase	23.4284
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/24/11	1,331	Purchase	23.4284
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/24/11	24,318	Purchase	23.4718
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/24/11	671	Purchase	23.4718
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	8,195	Purchase	23.9451
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	226	Purchase	23.9451
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	12,897	Purchase	23.8855
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	356	Purchase	23.8855
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	13,986	Purchase	24.2324
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/25/11	386	Purchase	24.2324
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/28/11	18,661	Purchase	25.0433
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/28/11	515	Purchase	25.0433
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/28/11	23,495	Purchase	25.1409
Baker Brothers Life Sciences, L.P. 14159, L.P.	2/28/11	649	Purchase	25.1409
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	681	Purchase	25.5407
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	19	Purchase	25.5407
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	23,545	Purchase	25.5657
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	650	Purchase	25.5657
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	18,986	Purchase	25.5576
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/1/11	524	Purchase	25.5576
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/2/11	28,602	Purchase	25.9963
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/2/11	789	Purchase	25.9963
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/2/11	46,367	Purchase	26.1571
Baker Brothers Life Sciences, L.P. 14159, L.P.	3/2/11	1,280	Purchase	26.1571

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.

Page 6 of 8 Pages

---

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.

March 2, 2011

By: /s/ Julian C. Baker  
Julian C. Baker

By: /s/ Felix J. Baker  
Felix J. Baker

Page 7 of 8 Pages

---

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.

March 2, 2011

By: /s/ Julian C. Baker  
Julian C. Baker

By: /s/ Felix J. Baker  
Felix J. Baker

Page 8 of 8 Pages

---