

GENOMIC HEALTH INC
Form SC 13D/A
December 06, 2011

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 12)

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)

December 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 GROUP (See (a) "
 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 8,955,241
 EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 41,250
 PERSON 10 SHARED DISPOSITIVE POWER
 WITH 8,955,241
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,996,491
 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)
 30.4%
 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 (See (a) "
 Instructions) (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED "

6 PURSUANT TO ITEMS 2(d) OR 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,955,241
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		8,955,241

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,955,241

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES "

13 CERTAIN SHARES (See Instructions)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 30.3%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 3 of 8 Pages

This Amendment No. 12 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 29,542,324 shares outstanding, as reported on the company’s SEC Form 10Q filed on November 8, 2011. 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.	13,238	0.0	%
667, L.P.	1,306,281	4.4	%
Baker Brothers Life Sciences, L.P.	6,901,703	23.3	%
14159, L.P.	192,064	0.7	%
FBB Associates	173,897	0.6	%
Baker/Tisch Investments, L.P.	194,161	0.7	%
Julian C. Baker	41,250	0.1	%
Total	8,996,491	30.4	%

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 eighteen days preceding the filing of this statement. The transactions in common stock effected the nineteenth to sixtieth days are disclosed on the previous Schedule 13D filed on November 17, 2011. All transactions were effected in the over-the-counter market directly with a broker-dealer with the exception of the 26,537 shares on December 1, 2011 that were received pursuant to a contribution by an investor in 667, L.P. None of the reporting Persons has effected any other transactions in Common Stock during this period.

Name	Date	Number of Shares	Transaction	Price/ Share
667, L.P.	11/21/2011	1,630	Purchase	25.9050
Baker Brothers Life Sciences, L.P.	11/21/2011	79,984	Purchase	25.9050
14159, L.P.	11/21/2011	3,167	Purchase	25.9050
667, L.P.	11/22/2011	1,628	Purchase	26.0302
Baker Brothers Life Sciences, L.P.	11/22/2011	46,328	Purchase	26.0302
14159, L.P.	11/22/2011	2,044	Purchase	26.0302
667, L.P.	11/23/2011	655	Purchase	25.7111
Baker Brothers Life Sciences, L.P.	11/23/2011	19,429	Purchase	25.7111
14159, L.P.	11/23/2011	155	Purchase	25.7111
667, L.P.	11/23/2011	1,618	Purchase	25.8798
Baker Brothers Life Sciences, L.P.	11/23/2011	47,998	Purchase	25.8798
14159, L.P.	11/23/2011	384	Purchase	25.8798
667, L.P.	12/1/2011	26,537	Purchase	27.3300
667, L.P.	12/2/2011	3,940	Purchase	28.0349
Baker Brothers Life Sciences, L.P.	12/2/2011	23,865	Purchase	28.0349
14159, L.P.	12/2/2011	639	Purchase	28.0349
667, L.P.	12/2/2011	12,123	Purchase	28.0564
Baker Brothers Life Sciences, L.P.	12/2/2011	73,430	Purchase	28.0564
14159, L.P.	12/2/2011	1,965	Purchase	28.0564
667, L.P.	12/5/2011	1,992	Purchase	28.4999
Baker Brothers Life Sciences, L.P.	12/5/2011	12,066	Purchase	28.4999
14159, L.P.	12/5/2011	323	Purchase	28.4999
667, L.P.	12/5/2011	1,385	Purchase	28.3900
Baker Brothers Life Sciences, L.P.	12/5/2011	8,390	Purchase	28.3900
14159, L.P.	12/5/2011	225	Purchase	28.3900

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.

December 5, 2011

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

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

Page 7 of 8 Pages

EXHIBIT 1

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.

December 5, 2011

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

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

Page 8 of 8 Pages
