

GENOMIC HEALTH INC
Form SC 13D/A
August 17, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 4)

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 10065
(212) 339-5633

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

August 13, 2009
(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

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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
SHARES

7

SOLE VOTING POWER

24,750

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

5,746,322

EACH

9

SOLE DISPOSITIVE POWER

24,750

REPORTING
PERSON

10

SHARED DISPOSITIVE POWER

5,746,322

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,771,072

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)

20.2%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 37244C101

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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 (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		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		5,746,322
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		5,746,322

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,746,322

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)
 20.1%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

This Amendment No. 4 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 28,558,428 shares outstanding, as reported on the company’s SEC Form 10Q filed on August 7, 2009. 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	4.4%
Baker Brothers Life Sciences, L.P.	3,826,820	13.4%
14159, L.P.	103,607	0.3%
FBB Associates	173,897	0.6%
Baker/Tisch Investments, L.P.	194,161	0.7%
Julian C. Baker	24,750	0.1%
Total	5,771,072	20.2%

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.

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Name	Date	Number of Shares	Transaction	Price / Share
Baker Bros. Investments II, L.P. 667, L.P.	8/10/2009	6	Purchase	19.4996
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/10/2009	2,208	Purchase	19.4996
Baker Bros. Investments II, L.P. 667, L.P.	8/10/2009	12,622	Purchase	19.4996
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/10/2009	349	Purchase	19.4996
Baker Bros. Investments II, L.P. 667, L.P.	8/10/2009	4	Purchase	19.4793
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/10/2009	1,454	Purchase	19.4793
Baker Bros. Investments II, L.P. 667, L.P.	8/10/2009	8,312	Purchase	19.4793
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/10/2009	230	Purchase	19.4793
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	16	Purchase	19.3657
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/11/2009	5,623	Purchase	19.3657
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	32,139	Purchase	19.3657
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/11/2009	888	Purchase	19.3657
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	44	Purchase	19.4700
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/11/2009	249	Purchase	19.4700
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	7	Purchase	19.4700
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/11/2009	5	Purchase	19.3585
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	1,858	Purchase	19.3585
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/11/2009	10,624	Purchase	19.3585
Baker Bros. Investments II, L.P. 667, L.P.	8/11/2009	294	Purchase	19.3585
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/12/2009	14	Purchase	19.6969
Baker Bros. Investments II, L.P. 667, L.P.	8/12/2009	4,690	Purchase	19.6969
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/12/2009	26,808	Purchase	19.6969
Baker Bros. Investments II, L.P. 667, L.P.	8/12/2009	740	Purchase	19.6969
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/13/2009	33	Purchase	19.9896
Baker Bros. Investments II, L.P. 667, L.P.	8/13/2009	11,314	Purchase	19.9896
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/13/2009	64,668	Purchase	19.9896
Baker Bros. Investments II, L.P. 667, L.P.	8/13/2009	1,785	Purchase	19.9896
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/17/2009	1	Purchase	19.6000
Baker Bros. Investments II, L.P. 667, L.P.	8/17/2009	343	Purchase	19.6000
Baker Brothers Life Sciences, L.P. 14159, L.P.	8/17/2009	1,962	Purchase	19.6000
Baker Bros. Investments II, L.P. 667, L.P.	8/17/2009	54	Purchase	19.6000

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.

August 17, 2009

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

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

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.

August 17, 2009

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

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