

GENOMIC HEALTH INC
Form SC 13D/A
February 21, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 21)

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)

February
20, 2013
(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 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1 Baker Bros. Advisors, LLC

13-4093645

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

3 SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4
OO

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

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

SOLE
VOTING
POWER

7

12,577,272

SHARED
VOTING
POWER

8

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SOLE
DISPOSITIVE
POWER

9

12,577,272

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

12,577,272

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(11) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

40.9% (1)

TYPE OF REPORTING
PERSON (See Instructions)

14

IA

(1) Based on 30,749,914 shares of common stock outstanding as of October 31, 2012, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2012.

SCHEDULE 13D

CUSIP No. 37244C101 Page 3 of 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Julian C. Baker

2

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

3

SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4

OO

5

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

6

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE
VOTING
POWER

12,800,669 (1)

SHARED
VOTING
POWER

8

0

SOLE
DISPOSITIVE
POWER

9

12,800,669 (1)

10 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

12,800,669 (1)

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

(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

41.6% (2)

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

(1) Includes 49,500 shares of the Issuer's common stock underlying 49,500 options directly held and 173,897 shares of the Issuer's common stock directly held by FBB Associates.

(2) Based on 30,749,914 shares of common stock outstanding as of October 31, 2012, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2012.

(3)

SCHEDULE 13D

CUSIP No. 37244C101 Page 4 of 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Felix J. Baker

2

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

3

SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4

OO

5

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

6

United States

NUMBER OF 7 SOLE
SHARES VOTING

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

POWER

12,751,824 (1)

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

12,751,824 (1)

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

12,751,824 (1)

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)

41.5% (2)

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

(1) Includes 173,897 shares of the Issuer's common stock directly held by FBB Associates.

(2) Based on 30,749,914 shares of common stock outstanding as of October 31, 2012, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2012.

SCHEDULE 13D

CUSIP No. 37244C101 Page 5 of 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1 FBB Associates

13-3843860

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

3 SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4 OO

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

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

New York

SOLE
VOTING
POWER

7

173,897

SHARED
VOTING
POWER

8

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SOLE
DISPOSITIVE
POWER

9

173,897

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

173,897

12

CHECK BOX IF THE
AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

0.6% (1)

TYPE OF REPORTING
PERSON (See Instructions)

14

OO

(1) Based on 30,749,914 shares of common stock outstanding as of October 31, 2012, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2012.

Amendment No. 20 to Schedule 13D

This Amendment No. 21 to Schedule 13D amends and supplements the previously filed Schedules 13D filed by Baker Bros. Advisors, LLC (the “Adviser”), Julian C. Baker, Felix J. Baker and FBB Associates (“FBB” and together with the Adviser, Julian C. Baker and Felix J. Baker, the “Reporting Persons”). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

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

The disclosure regarding purchases in Item 5(c) below is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 21 are incorporated herein by reference. Set forth below is the aggregate number of shares of Common Stock of the Issuer directly held by each of the Funds and the percentage of the Issuer’s outstanding shares of Common Stock such holdings represent. The information set forth below is based upon 30,749,914 shares of Common Stock outstanding, as reported on the Issuer’s Form 10-Q filed with the SEC on November 9, 2012. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

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.	1,613,858	5.3	%
Baker Brothers Life Sciences, L.P.	10,305,584	33.5	%
14159, L.P.	276,534	0.9	%
Baker/Tisch Investments, L.P.	194,161	0.6	%

On April 12, 2012, the Adviser, the Funds, and the general partners of the Funds entered into an amended and restated management agreement (the “Management Agreement”) which gave the Adviser complete and unlimited discretion and authority with respect to the Funds’ investments and voting power over investments. The general partners of the Funds relinquished all discretion and authority with respect to the Funds’ investments and voting power over investments. In connection with the services provided by the Adviser to the Funds, the Adviser receives a management based fee that

does not confer any pecuniary interest.

The Adviser, and Felix J. Baker and Julian C. Baker, as principals of the Adviser, may be deemed to be beneficial owners of shares of Common Stock directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities. Julian C. Baker and Felix J. Baker are also the sole partners of FBB, a general partnership, and as such may be deemed to be beneficial owners of shares of common stock directly held by FBB and may be deemed to have the power to vote or direct the vote and dispose or direct the disposition of those shares.

The Adviser, Felix J. Baker and Julian C. Baker each disclaim beneficial ownership of the securities held by each of the Funds and FBB, and this Amendment No. 21 shall not be deemed an admission that any of the Adviser, Felix J. Baker or Julian C. Baker is the beneficial owner of such securities for purposes of Section 13(d) or for any other purpose.

Julian C. Baker and Felix J. Baker are Directors of the Issuer. Felix J. Baker also serves on the Compensation Committee of the Issuer's Board of Directors.

(c) The following transactions in the Issuer's Common Stock were effected by the Funds noted below during the seven days preceding the filing of this statement using working capital of the applicable purchasing Fund. The transactions in common stock effected the eighth to sixtieth days are disclosed on the previous Schedule 13D filed on February 14, 2013. All transactions were effected in the over-the-counter market directly with a broker-dealer. Except as disclosed herein or in any previous amendments to this Schedule 13D, none of the Reporting Persons or their affiliates has effected any other transactions in securities of the Issuer during the past 60 days.

Name	Date	Number of Shares	Transaction	Price/ Share	Footnotes
667, L.P.	2/20/2013	2,281	Purchase	27.9732	1
Baker Brothers Life Sciences, L.P.	2/20/2013	18,151	Purchase	27.9732	1
14159, L.P.	2/20/2013	453	Purchase	27.9732	1
667, L.P.	2/21/2013	3,080	Purchase	27.6369	2
Baker Brothers Life Sciences, L.P.	2/21/2013	24,508	Purchase	27.6369	2
14159, L.P.	2/21/2013	612	Purchase	27.6369	2

The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$27.89 to \$28.00. The Reporting Persons undertake to provide the staff of the Securities and Exchange Commission (the "Staff"), upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$27.59 to \$27.68. The Reporting Persons undertake to provide the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(d) Not applicable

(e) Not applicable

Item 7. Material to Be Filed as Exhibits.

Exhibit 99.1 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.

February 21, 2013

BAKER BROS.
ADVISORS, LLC

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker
Julian C. Baker

/s/Felix J. Baker
Felix J. Baker

FBB Associates

By: /s/ Julian C. Baker
Name: Julian C. Baker
Title: Partner

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