

GENOMIC HEALTH INC

Form 8-K

December 12, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 12, 2006**

**GENOMIC HEALTH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**000-51541**

(Commission File Number)

**77-0552594**

(I.R.S. Employer  
Identification No.)

**301 Penobscot Drive**

**Redwood City, California**

(Address of principal executive offices)

**94063**

(Zip Code)

**(650) 556-9300**

(Registrant's telephone number,  
including area code)

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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**Item 8.01 Other Events.**

On December 12, 2006, Genomic Health, Inc. (the Company ) announced that Randal Scott, Chairman and Chief Executive Officer of the Company, and Joffre Baker, Chief Scientific Officer of the Company, entered into plans to sell common stock of the Company in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

Under Rule 10b5-1, directors, officers and other persons who are not in possession of material non-public information may adopt pre-arranged sales or purchase plans for the Company's securities under specified terms and conditions. The rule allows individuals adopting such plans to sell or purchase shares as specified in the plan, even if subsequent material and non-public information becomes available to them. Dr. Scott's plan provides for the sale of up to 132,000 shares of the Company's common stock over a period of approximately eleven months. Mr. Baker's plan provides for the sale of up to 277,740 shares of the Company's stock over a period of five years. Each plan has been approved pursuant to the Company's insider trading policy. Any transactions executed under the provisions of the sales plans will be reported through Form 4 filings with the SEC. Each plan provides that no sales may be made thereunder prior to a date that is sixty days following the date of adoption of the plan.

Other executives of the Company may also adopt sales plans in accordance with Rule 10b5-1 from time to time.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 12, 2006

GENOMIC HEALTH, INC.

By: /s/ G. Bradley Cole  
G. Bradley Cole  
Executive Vice President and Chief  
Financial Officer

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