

GENOMIC HEALTH INC  
Form SC 13D/A  
May 16, 2013

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 23)

**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)

**May 15, 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. "

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**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

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**

12,889,137

SHARED  
VOTING  
POWER

**8**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

**9**

12,889,137

SHARED  
DISPOSITIVE  
POWER

**10**

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**11**

12,889,137

**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**

42.6% (1)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

IA

(1) Based on 30,217,345 shares of common stock outstanding as of April 30, 2013, as reported in the Issuer's Form 10-Q filed with the SEC on May 7, 2013.

Page 2 of 8 Pages

SCHEDULE 13D

CUSIP No. 37244C101 age 3 of 8 Pages

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

1

Julian C. Baker

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

2

3

SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

4

OO

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

5

6

CITIZENSHIP OR PLACE  
OF ORGANIZATION

United States

SOLE  
VOTING  
POWER

7

13,112,891 (1)

SHARED  
VOTING  
POWER

8

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

9

13,112,891 (1)

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

13,112,891 (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**

43.3% (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 30,217,345 shares of common stock outstanding as of April 30, 2013, as reported in the Issuer's Form 10-Q filed with the SEC on May 7, 2013.



SCHEDULE 13D

CUSIP No. 37244C101 Page 4 of 8 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)

**6**

CITIZENSHIP OR PLACE  
OF ORGANIZATION

United States

SOLE  
VOTING  
POWER

**7**

13,064,046 (1)

SHARED  
VOTING  
POWER

**8**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

**9**

13,064,046 (1)

SHARED  
DISPOSITIVE  
POWER

**10**

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**11**

13,064,046 (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**

43.2% (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 30,217,345 shares of common stock outstanding as of April 30, 2013, as reported in the Issuer's Form 10-Q filed with the SEC on May 7, 2013.

SCHEDULE 13D

CUSIP No. 37244C101 Page 5 of 8 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 30,217,345 shares of common stock outstanding as of April 30, 2013, as reported in the Issuer's Form 10-Q filed with the SEC on May 7, 2013.

**Amendment No. 23 to Schedule 13D**

This Amendment No. 23 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. 23 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 30,217,345 shares of Common Stock outstanding, as reported on the Issuer’s Form 10-Q filed with the SEC on May 7, 2013. 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.	1,648,104	5.5	%
Baker Brothers Life Sciences, L.P.	10,576,447	35.0	%
14159, L.P.	283,290	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. 23 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.

Page 6 of 8 Pages



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 two days preceding the filing of this statement using working capital of the applicable purchasing Fund. The transactions in common stock effected the third to sixtieth days are disclosed on the previous Schedule 13D filed on May 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.	5/15/2013	5,725	Purchase	36.4138	1
Baker Brothers Life Sciences, L.P.	5/15/2013	45,279	Purchase	36.4138	1
14159, L.P.	5/15/2013	1,129	Purchase	36.4138	1
667, L.P.	5/16/2013	2,120	Purchase	36.5392	2
Baker Brothers Life Sciences, L.P.	5/16/2013	16,768	Purchase	36.5392	2
14159, L.P.	5/16/2013	418	Purchase	36.5392	2

The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$36.08 to \$36.92. 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 \$36.46 to \$36.88. 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.

Felix J. Baker and Julian C. Baker serve on the Issuer's Board of Directors as representatives of the Funds. Due to the agreements and policies of the Funds, Felix J. Baker and Julian C. Baker do not have any right to receive any profits from any securities as compensation for serving as Directors of the Issuer and therefore have no pecuniary interest in the Restricted Stock. The Funds are entitled to the pecuniary interest in the Restricted Stock as each holds an indirect pecuniary interest. Felix J. Baker and Julian C. Baker solely as a result of their ownership interest in the general partners of the general partners of the Funds may be deemed to have an indirect pecuniary interest in the Restricted Stock (ie. no direct pecuniary interest). Felix J. Baker and Julian C. Baker currently retain voting and investment power over the shares of Restricted Stock.

(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.

Page 7 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.

May 16, 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

Page 8 of 8 Pages