

GENOMIC HEALTH INC

Form 8-K

May 22, 2007

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On May 21, 2007, Genomic Health, Inc. (the Company) entered into an underwriting agreement with J.P. Morgan Securities Inc., Lehman Brothers Inc., Piper Jaffray & Co. and JMP Securities LLC, as representatives of the several underwriters named therein (the Underwriting Agreement), relating to a public offering of 3,000,000 shares of common stock, par value \$0.0001 per share, of the Company (Common Stock). The price to the public is \$15.50 per share. The offering is scheduled to close on May 25, 2007, subject to customary closing conditions. The Company has granted the underwriters an option, exercisable for 30 days, to purchase up to an additional 450,000 shares of Common Stock to cover over-allotments, if any. The offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-141946) previously filed with the Securities and Exchange Commission. The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by this reference. The description of the Underwriting Agreement in this report is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

On May 21, 2007, the Company issued a press release announcing the pricing of the public offering. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
1.1	Underwriting Agreement dated May 21, 2007
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP
23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (contained in Exhibit 5.1)
99.1	Press Release of Genomic Health, Inc. dated May 21, 2007

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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: May 22, 2007

GENOMIC HEALTH, INC.

By: /s/ G. Bradley Cole

G. Bradley Cole
Executive Vice President and
Chief Financial Officer

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