

GENOMIC HEALTH INC
Form SC 13D/A
July 11, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 28)

**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)

**July 1,
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 11 Pages

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

Baker Bros. Advisors LP

1

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)
CITIZENSHIP OR PLACE
OF ORGANIZATION

6

Delaware

SOLE
VOTING
POWER

7

13,650,835

SHARED
VOTING
POWER

8

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

0

SOLE
DISPOSITIVE
POWER

9

13,650,835

SHARED
DISPOSITIVE
POWER

10

0

11 **AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON**

13,650,835

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

45.2% (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.

SCHEDULE 13D

CUSIP No. 37244C101 Page 3 of 11 Pages

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

Baker Bros. Advisors (GP)
LLC

1

46-37147749

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

5

CHECK BOX IF ..
DISCLOSURE
OF LEGAL

PROCEEDINGS
IS REQUIRED
PURSUANT TO
ITEMS 2(d) OR
2(e)
CITIZENSHIP OR PLACE
OF ORGANIZATION

6

Delaware

SOLE
VOTING
POWER

7

13,650,835

SHARED
VOTING
POWER

8

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

0

SOLE
DISPOSITIVE
POWER

9

13,650,835

SHARED
DISPOSITIVE
POWER

10

0

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

13,650,835

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

45.2% (1)

TYPE OF REPORTING
PERSON (See Instructions)

14

HC

(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.

SCHEDULE 13D

CUSIP No. 37244C101 Page 4 of 11 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)

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

SOLE
VOTING
POWER

7

13,883,142 (1)

SHARED
VOTING
POWER

8

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

0

SOLE
DISPOSITIVE
POWER

9

13,883,142 (1)

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

13,883,142 (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

45.9% (2)

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

(1) Includes 57,750 shares of the Issuer's common stock underlying 57,750 options directly held (see Item 5 for additional information) 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.

(3) SCHEDULE 13D

CUSIP No. 37244C101 Page 5 of 11 Pages

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

1

Felix J. 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)
CITIZENSHIP OR PLACE
OF ORGANIZATION

5

6

United States

SOLE
VOTING
POWER

7

13,834,297 (1)

SHARED
VOTING
POWER

8

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SOLE
DISPOSITIVE
POWER

9

13,834,297 (1)

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

13,834,297 (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

45.8% (2)

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

(1) Includes 8,250 shares of the Issuer's common stock underlying 8,250 options directly held (see Item 5 for additional information) 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 6 of 11 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. 28 to Schedule 13D

This Amendment No. 28 to Schedule 13D amends and supplements the previously filed Schedules 13D filed by Baker Bros. Advisors, LLC, Julian C. Baker, Felix J. Baker and FBB Associates. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

On July 1, 2013, a Certificate of Conversion was filed with the State of Delaware to convert Baker Bros. Advisors, LLC from a limited liability company into a limited partnership named Baker Bros. Advisors LP (the "Adviser"). Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the sole general partner of the Adviser.

Pursuant to the amended and restated management agreements, as amended, among the Adviser, Baker Brothers Life Sciences, L.P. ("Life Sciences"), 14159, L.P. ("14159"), 667, L.P. ("667"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), and Baker/Tisch Investments, L.P. ("Baker Tisch", and together with Life Sciences, 14159, 667, Baker Bros. Investments and Baker Bros. Investments II, the "Funds"), and their respective general partners, the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

ITEM 2. Identity and Background.

(a) The Reporting Persons are:

- | | |
|----|------------------------|
| 1. | The Adviser |
| 2. | The Adviser GP |
| 3. | Felix J. Baker |
| 4. | Julian C. Baker |
| 5. | FBB Associates ("FBB") |

(b) The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors LP

667 Madison Avenue, 21st Floor

New York, NY 10065

(212) 339-5633

(c) The Adviser is an entity engaged in investment activities, and the Adviser GP is in the business of acting as its general partner and, through the Adviser, investment activities. The principal business of each of Julian C. Baker and Felix J. Baker is to serve as a managing member of the Adviser GP. The principal business of FBB is to engage in investment activities. Julian C. Baker and Felix J. Baker are the sole members of FBB and have voting and investment power over the securities of Genomic Health, Inc. (the "Issuer") held by FBB.

(d) and (e) During the past five years, none of the Reporting Persons nor any of the Funds has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Adviser GP is a limited liability company organized under the laws of the State of Delaware. The Adviser is a limited partnership organized under the laws of the State of Delaware. FBB is a general partnership organized under the laws of the state of New York. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

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. 28 are incorporated herein by reference.

The Adviser GP, Felix J. Baker and Julian C. Baker as principals of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer 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 Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 28 shall not be deemed an admission that the Reporting Persons are the beneficial owners 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 (the "Board").

(c) On June 7, 2013, Felix J. Baker and Julian C. Baker, in connection with their service on the Board, were each granted 8,250 options to purchase common stock of the Issuer ("Stock Options") at \$35.87 per share expiring 10 years from the date of grant, respectively. These options become exercisable in full on the first anniversary of the date of grant or immediately prior to the Issuer's next annual meeting of stockholders, if earlier.

In addition, on July 1, 2013, Felix J. Baker and Julian C. Baker each received 303 shares of restricted stock of the Issuer ("Restricted Stock") pursuant to the Issuer's 2005 Stock Incentive Plan in lieu of \$10,000 in director retainer fees, respectively. The shares of Restricted Stock are fully vested.

Felix J. Baker and Julian C. Baker serve on the Issuer's Board 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 or Stock Options. The Funds are entitled to the pecuniary interest in the Restricted Stock and Stock Options 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 and Stock Options (ie. no direct pecuniary interest). Felix J. Baker and

Julian C. Baker currently retain voting and investment power over the shares of Restricted Stock and Stock Options.

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.

(d) Certain securities of the Issuer are held directly by 667, a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Biotech Capital (GP), LLC.

Certain securities of the Issuer are held directly by Life Sciences, a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC.

Certain securities of the Issuer are held directly by 14159, a limited partnership the sole general partner of which is 14159 Capital, L.P., a limited partnership the sole general partner of which is 14159 Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of 14159 Capital (GP), LLC.

Certain securities of the Issuer are held directly by FBB, a general partnership the sole members of which are Julian C. Baker and Felix J. Baker.

Certain securities of the Issuer are held directly by Baker Bros. Investments, a limited partnership the sole general partner of which is Baker Bros. Capital, L.P., a limited partnership the sole general partner of which is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Bros. Capital (GP), LLC.

Certain securities of the Issuer are held directly by Baker Bros. Investments II, a limited partnership the sole general partner of which is Baker Bros. Capital, L.P., a limited partnership the sole general partner of which is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Bros. Capital (GP), LLC.

Certain securities of the Issuer are held directly by Baker Tisch, a limited partnership the sole general partner of which is Baker/Tisch Capital, L.P., a limited partnership the sole general partner of which is Baker/Tisch Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker/Tisch Capital (GP), LLC.

(e) Not applicable.

Item 7. Material to Be Filed as Exhibits.

Exhibit 99.1 Agreement Regarding the Joint Filing of Schedule 13D by and among the Reporting Persons

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.

July 11, 2013

**BAKER BROS.
ADVISORS LP**

By: Baker Bros. Advisors
(GP) LLC, its general
partner

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

**BAKER BROS.
ADVISORS (GP) 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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