

GENOMIC HEALTH INC

Form 10-K/A

March 23, 2007

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

**Form 10-K/A
Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the fiscal year ended: December 31, 2006
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the transition period from to .
Commission File Number: 000-51541
GENOMIC HEALTH, INC.
(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

77-0552594
*(I.R.S. Employer
Identification Number)*

301 Penobscot Drive
Redwood City, California
(Address of principal executive offices)

94063
(Zip Code)

(650) 556-9300

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered:

Common Stock

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act and Title of Class:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2006, the aggregate market value of voting and non-voting common stock held by non-affiliates of the registrant was approximately \$288.5 million, based on the closing price of the common stock as reported on the NASDAQ Global Market for that date.

There were 24,563,212 shares of the registrant's Common Stock issued and outstanding on February 28, 2007.

DOCUMENTS INCORPORATED BY REFERENCE

Items 10 (as to directors and Section 16(a) Beneficial Ownership Reporting Compliance), 11, 12, 13 and 14 of Part III incorporate by reference information from the registrant's proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the registrant's 2007 Annual Meeting of Stockholders to be held on June 12, 2007.

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PART IV

ITEM 15. Exhibits and Financial Statement Schedules

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EXHIBIT 31.1

EXHIBIT 31.2

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EXPLANATORY NOTE

Genomic Health, Inc. is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission on March 16, 2007 (the Original Filing). This Amendment is being filed solely for the purpose of correcting the certifications filed as Exhibits 31.1 and 31.2 to the Original Filing, each of which inadvertently omitted paragraph 4(b).

PART IV

ITEM 15. Exhibits and Financial Statement Schedules.

Exhibit No.	Description of Document
31.1	Rule 13a 14(a) Certification of Chief Executive Officer.
31.2	Rule 13a 14(a) Certification of the Chief Financial Officer.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENOMIC HEALTH, INC.

By: /s/ Randal W. Scott

Randal W. Scott, Ph.D.
Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

Date: March 23, 2007

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Exhibit Index

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