

BAKER FELIX  
Form 4  
March 12, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAKER BROS. ADVISORS LP

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction (Month/Day/Year)

03/09/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					173,897	I	See footnotes (1)
Common Stock	03/09/2018		M	8,250 A \$ 18.5	233,262	I	See footnotes (2) (3) (4) (10) (11) (12) (13)
Common Stock	03/09/2018		M	8,250 A \$ 18.5	212,998	I	See footnotes (2) (3) (5) (10) (11) (12) (13)

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Common Stock	03/09/2018	M	8,250	A	\$ 18.5	52,339	I	See footnotes (2) (3) (6) (10) (11) (12) (13)
Common Stock	03/09/2018	M	8,250	A	\$ 18.5	1,778,613	I	See footnotes (2) (3) (7) (10) (11) (12) (13)
Common Stock	03/09/2018	M	8,250	A	\$ 18.5	11,369,282	I	See footnotes (2) (3) (8) (10) (11) (12) (13)
Common Stock	03/09/2018	M	8,250	A	\$ 18.5	338,947	I	See footnotes (2) (3) (9) (10) (11) (12) (13)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018		M	8,250	05/22/2009 05/22/2018	Common Stock	8,250
Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018		M	8,250	05/22/2009 05/22/2018	Common Stock	8,250
Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018		M	8,250	05/22/2009 05/22/2018	Common Stock	8,250

Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018	M	8,250	05/22/2009	05/22/2018	Common Stock	8,2
Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018	M	8,250	05/22/2009	05/22/2018	Common Stock	8,2
Non-Qualified Stock Options (right to buy)	\$ 18.5	03/09/2018	M	8,250	05/22/2009	05/22/2018	Common Stock	8,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
14159, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
667, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Advisors (GP) LLC 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Brothers Life Sciences LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X			
BAKER FELIX 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
BAKER JULIAN 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Investments II, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Investments, L.P. 860 WASHINGTON STREET, 3RD FLOOR	X	X		

NEW YORK, NY 10014

Baker/Tisch Investments, LP  
 860 WASHINGTON STREET, 3RD FLOOR X X  
 NEW YORK, NY 10014

## Signatures

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/	03/12/2018
__Signature of Reporting Person	Date
/s/ Felix J. Baker	03/12/2018
__Signature of Reporting Person	Date
/s/ Julian C. Baker	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker Bros. Investments II, L.P.,pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments II, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker Bros. Investments, L.P.,pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments, L.P. Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker/Tisch Investments, L.P.,pursuant to authority granted by Baker/Tisch Capital, L.P., GP to Baker/Tisch Investments, L.P. Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/12/2018
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of Genomic Health, Inc. (the "Issuer") directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that either Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (2) The shares of common stock were received upon exercise of 8,250 stock options that were issued to Julian C. Baker in his capacity as a director of the Issuer. Julian C. Baker, pursuant to the policies of Baker Bros. Advisors LP (the "Adviser"), does not have any right to the pecuniary interest in the stock options issued for his service on the Board of Directors of the Issuer (the "Board") or the shares of common stock received upon exercise of such stock options.
- (3) Each of Baker/Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159"), and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667, and Life Sciences, the "Funds") owns an indirect proportionate pecuniary interest in the shares of common stock received upon exercise of the stock options issued in connection with Julian C. Baker's service on the Board less the exercise cost of those options. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares issued upon exercise of the stock options (i.e. no direct pecuniary interest).
- (4) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker/Tisch Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 233,262 shares of Common Stock of the Issuer beneficially owned by Baker Tisch, a limited partnership of which the sole general partner is Baker/Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker/Tisch Capital (GP), LLC, due to Baker/Tisch Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch.
- (5) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 212,998 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments.
- (6) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 52,339 shares of Common Stock of the Issuer beneficially owned by Baker Bros. Investments II, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of the profits from Baker Bros. Investments II.
- (7) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 1,778,613 shares of Common Stock of the Issuer beneficially owned by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- (8) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest 11,369,282 shares of Common Stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- (9) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 338,947 shares of Common Stock of the Issuer beneficially owned by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.
- (10) Includes beneficial ownership of 14,351 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 24,750 shares, 16,500 of which were received previously, from exercise of 24,750 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (11) The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros.

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Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds.

(12) The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

(13) The disclosure of the exercise of directors options for shares of common stock reported in this form is a single exercise of 8,250 shares. The 8,250 shares is reported for each of the Funds as each has an indirect pecuniary interest.

(14) These non-qualified stock options are not priced.

(15) As a result of their ownership interest in Baker/Tisch Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by Baker Tisch, a limited partnership of which the sole general partner is Baker/Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker/Tisch Capital (GP), LLC, due to Baker/Tisch Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

(16) As a result of their ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by Baker Bros. Investments, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros Investments. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

(17) As a result of their ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by Baker Bros. Investments II, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of the profits from Baker Bros. Investments II. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

(18) As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

(19) As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

(20) As a result of their ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 8,250 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159. The policy of the Funds and the Adviser, does not permit full-time employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer.

### Remarks:

Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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