

GENENTECH INC  
Form DEFA14A  
November 15, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

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Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Genentech, Inc.**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Genentech: An Overview

David Ebersman, Executive Vice President and  
Chief Financial Officer, Genentech

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Meeting Agenda

1)

Introduction to Genentech

David Ebersman

2)

Transition Planning/Process

Ashraf Hanna

3)

Employee Related Information

Brian Muma

4)

Next steps

David Ebersman

5)

Q&A

All

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Founding of Genentech

Genentech was founded in 1976 by venture capitalist Robert A. Swanson and biochemist Dr. Herbert W. Boyer. In the early 1970s, Boyer and geneticist Stanley Cohen pioneered a new scientific field called recombinant DNA technology

After hearing about the breakthrough, Swanson placed a call to Boyer and requested a short meeting. Swanson's enthusiasm for the technology and his faith in its commercial viability were contagious, and the meeting extended from 10 minutes to three hours. By its conclusion, Genentech was born

Though they faced skepticism from both the academic and business communities, they forged ahead with their idea. Within a few short years, they successfully demonstrated the viability of using recombinant DNA technology to develop products with practical applications  
The First Biotech Company

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Genentech's Mission

Our mission is to be the leading  
biotechnology company, using human  
genetic information to discover, develop,  
manufacture and commercialize

biotherapeutics that address significant  
unmet medical needs

We commit ourselves to high standards of  
integrity in contributing to the best interests  
of patients, the medical profession, our  
employees and our communities; and to  
seeking significant returns to our  
stockholders based on the continual pursuit  
of scientific and operational excellence

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In 1998 we licensed U.S. marketing and development rights to interferon gamma, including Actimmune, to Connetics Corporation. Thereafter, Connetics sublicensed, then later assigned, all of its rights to InterMune Pharmaceuticals, Inc. Protropin manufacturing was discontinued at the end of 2002. Nutropin Depot commercialization was discontinued in June 2004.

Developing Therapies For Unmet Medical Needs

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Genentech: A Closer Look

More than 10,000 employees

\$6.6 billion in total operating revenues (2005)

World leader in biotech manufacturing,  
with more FDA-approved manufacturing  
capacity for the production of biotech medicines than any other company

Headquarters in South San Francisco; sites in Vacaville and Oceanside,  
California, Oregon and Kentucky

Leading provider of anti-tumor therapeutics in the United States

Broad and robust pipeline of more than 40 projects with a focus on  
oncology, immunology and disorders of tissue growth and repair

10 FDA Approvals since the beginning of 2004; two pending

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At Our Core, We are a Science Company

Founders Research Center

Single largest biotechnology  
research facility in the world

500,000+ square feet of  
research space  
Scientific Leadership

Ranked  
as  
the  
top  
employer  
and  
most  
admired  
company  
in  
biotech  
and  
pharma  
by  
Science  
Magazine  
for  
all  
five  
years  
that  
Science  
has  
conducted  
survey

Focus on novel pathways involved in complex diseases

More than 700 scientists with expertise in molecular biology,  
protein chemistry, bioinformatics and physiology

Peer-reviewed publications encouraged

Secured approximately 6,100 current, non-expired patents worldwide,  
with 5,400 patent applications pending worldwide

Discretionary research time allowed

More than 75 Postdoctoral Fellows

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Manufacturing

Genentech is a world leader in biotech manufacturing, with more FDA-approved manufacturing capacity for the production of biotech medicines than any other company

Four facilities: South San Francisco, CA;  
Vacaville, CA and Oceanside, CA and Porriño,  
Spain

We believe we have the right plans in place to  
meet the growing demand for our products:

Oceanside facility purchased from Biogen Idec in 2005

Option to purchase facility in Singapore

Working with Lonza, Wyeth and Novartis

Process yield improvements for Rituxan and Avastin

New capacity coming online for bulk and  
filling/packaging

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Why Are We Interested in Tanox?

Genentech and Tanox have been collaborating since 1996 and received FDA approval of Xolair for allergic asthma in 2003

Our belief in Xolair and IgE inhibition as an important way to treat

patients, and as an area of great potential growth

We expect to grow the Xolair market by increasing patients treated, adding new indications, formulations and second generation molecules

We are interested in several programs in the Tanox pipeline as they are well aligned with our current pipeline in that they investigate novel targets in diseases that would allow us to potentially expand therapeutic options for patients:

Anti-IL13 Mab for asthma

Anti-Factor-D Mab for Dry AMD

Anti-CD4 for HIV

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Transition Planning and

Process

Ashraf Hanna, Vice President of Alliance

Management and Pipeline Planning Support

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Tanox  
History and Milestones  
Tse Wen & Nancy Chang  
found Tanox  
Project partnered  
with Novartis and

later Genentech  
Pipeline  
growth  
Settlement  
of issues w/  
GNE and Novartis  
IgE patented  
Largest IPO  
in biotech history  
Acquisition  
by Genentech  
1986  
1994  
1996  
2000  
2004  
2006  
Xolair  
launch

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Key Items to be Addressed

Which R&D programs does Genentech want to take forward? (*e.g. Should we develop the anti-CD4 program or partner with a company with more HIV expertise?*)

Plan: Complete detailed review of each project in research development so that

Genentech's internal committee can make final decisions.

What resources are required to integrate Tanox effectively if/when transaction closes?

Plan:

Complete

detailed

analysis

and

then

GNE's

Portfolio

Planning

Committee

(PPC)

and Executive Committee (EC) will decide

What will be the status of the Houston, San Diego and Shanghai sites?

Plan: The EC and transition team members will review current operations and then make a decision. Timeframes for the decisions TBD, but will be communicated once a date is known

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Transition Process Will Be Organized Around Four Areas

EC / Legal

EC

Product Portfolio

Committee

Research Review

Committee  
EC / PROP  
Executive Team  
Decision  
maker  
Feb. 28, 2007  
Feb. 28, 2007  
Jan. 31, 2007  
Feb 28, 2007  
3.Recommend  
-ation  
Feb 10, 2007  
Feb. 10, 2007  
Jan. 31, 2007  
Jan 31, 2007  
2. Evaluation  
Number of  
contracts; Rights  
and obligations of  
each  
Number of  
employees by  
functional area  
Number and  
value of R&D  
programs  
Number, location,  
and capability of  
facility  
1. Assessment  
Contracts  
HR  
Change  
management  
R&D Programs  
Facilities/ Property  
Process Summary

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Genentech Transition Team  
Ashraf Hanna,  
Team Leader  
Mark Asbury  
Leigh Morgan  
Charles Calderaro

Sean Bohan

Andy Chan

Neil

Cohen

Contracts

R&D

HR

Facilities/

Property

Communi

cation

Ray Sanchez-

Pescadore,

Project Manager

Brian Muma

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What Does This Mean For You?

We encourage continued focus on your current efforts to bring important new medicines to patients, as this is in everyone's best interest

While we fully expect the deal to go through, we aren't there yet

Your current management continues to run the company until close

Once the GNE and Tanox transition teams are up and running, more detailed information will be available on next steps, key milestones, etc.

Most importantly, we recognize that this is an uncertain time for Tanox employees. Consistent with our values, our intent is to treat Tanox employees with the same respect & integrity that we treat our own employees

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Potential Paths Forward for Tanox Employees

Severance package

Outplacement  
counseling services

Retention bonus  
(details to be  
determined)

Severance package

Outplacement  
counseling services

Same  
benefits/compensation  
package as any  
Genentech employee

Relocation support (if  
necessary/applicable)  
Not offered transition  
or permanent position  
Tech Transfer  
Transition team  
Retained by  
Genentech

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Employee Related  
Information  
Brian Muma, Senior Director of Compensation  
Benefits and Services

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What Does This Mean For You?

100% accelerated vesting of all outstanding unvested options paid out in cash upon close (equal to the difference between \$20 and the stock option exercise price less applicable withholding taxes)

Payout of full 401k balance including accelerated vesting on unvested balance that can be paid in lump sum, less taxes, or rolled over to a qualified plan like an IRA

Employees encouraged to apply for existing open GNE positions for which they qualify --  
however, we cannot hire prior to close

No decision made yet whether to maintain R&D presence in Houston, Shanghai, and/or manufacturing presence in San Diego

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Severance Details --

What is known

The program will include a base severance for employees who will not be retained that takes into consideration both level and tenure, with maximum severance pay of 8 months salary for any employee

Associate Director and above will be eligible for 5 months salary, plus COBRA benefits for 5 months paid for by Genentech

Employees below Associate Director will receive 3 months salary, plus COBRA benefits for 3 months paid for by Genentech

In addition to minimum severance based on level, the program will provide an additional 2 weeks salary for every year of work

Partial years are pro-rated

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Next Steps  
David Ebersman

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Decisions Yet to be Determined

Future plans for Tanox's pipeline

Future plans for Tanox's sites

Future status of employees

Who will be retained

How/when decisions will be made after close; however, our intent is for decisions to be made as quickly and with as much transparency as possible

Where retained employees will be located

Details of post-close integration and timeline

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Next Steps  
Today:

Small functional meetings with Genentech and Tanox management  
This week:

Visit to San Diego facility by Genentech management  
Next few months:

Additional site visits to establish post-close integration plans

Deal not closed until at least Q1 '07; Tanox remains an independent company until the deal closes. It is important to stay focused and keep moving projects forward during this time:

Tanox shareholder vote

Hart-Scott-Rodino  
submission and review

Review of deal by Federal Trade Commission

Transition team established

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Thank You  
Thank You



This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among other things, our expectations regarding the closing of the acquisition and the integration of the operations of Tanox, our belief that we have the right plans in place to meet future demand for our products, our belief regarding the future growth and profitability of Xolair and anti-IgE inhibition products, our future product development plans (including anti-IL 13 Mab for asthma, anti-Factor D Mab for dry AMD and anti-CD4 for HIV), our expectations regarding the timing of our evaluations and decisions for transition plans, and the timing of and actual severance payment amounts for Tanox employees. Actual results could differ materially. Among other things, the transaction and its timing could be affected or prevented by failure of certain closing conditions to occur, including FTC or other regulatory actions or delays; integration of the Tanox business (including the timing of our decisions regarding such integration) could be affected by failures in our due diligence review of the Tanox business and failure to retain certain key employees; growth and profitability of our asthma and anti-IgE business (including Xolair) could be affected by adverse market conditions, increased competition, delay or failure of clinical programs, and safety or manufacturing issues; future development plans may be affected by changes in our corporate strategy, increased competition, regulatory actions or delays, unsuccessful clinical trials or third party intellectual property rights; Xolair clinical trials could be affected by a number of factors including unexpected safety, efficacy or manufacturing issues, additional time requirements for data analysis and FDA actions or delays; achieving sales revenue consistent with internal forecasts, unexpected expenses such as litigation or legal settlement expenses, changes in tax rules, adverse market conditions, increased competition, regulatory actions or delays; and the severance described in this presentation will be subject to other terms and conditions set forth in the severance plan established by Genentech (including the execution of a release by each eligible employee). Please refer to Genentech's periodic reports filed with the Securities and Exchange Commission. Such reports contain and identify important factors that could cause actual results to differ materially from those contained in our forward-looking statements. All such risk factors, including those found in our most recent Form 10-Q, are incorporated by reference into this transcript. We undertake no obligation to update or revise any forward-looking statements in the future.