#### Edgar Filing: GENOMIC HEALTH INC - Form 3

#### GENOMIC HEALTH INC

Form 3

September 28, 2005

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

**OMB APPROVAL** 

**OMB** Number:

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

A Goldberg Michael D

3000 SAND HILL

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

09/28/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

ROAD, Â BUILDING 3 SUITE

290

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner \_X\_ Director Officer Other

(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

MENLO PARK. CAÂ 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 35,000 (1) Ι By the Goldberg Family Trust

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** 

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

(Instr. 4)

4. Conversion

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

or Exercise (Instr. 5) Price of Derivative

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E Preferred	(2)	(3)	Common Stock	11,820 (4)	\$ <u>(5)</u>	I	By the Goldberg

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Goldberg Michael D						
3000 SAND HILL ROAD	â v	Â	â	â		
BUILDING 3 SUITE 290	AA	A	А	Α		
MENLO PARK, CA 94025						

# **Signatures**

/s/ G. Bradley Cole, Attorney-In-Fact

09/28/2005

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - Does not include shares of Common Stock that may be issued to the Reporting Person if the conditional dividend of shares of Common Stock declared by the Issuer's Board of Directors on September 8, 2005 is distributed upon the closing of the Issuer's initial public offering (the "IPO") in the event the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend").
- (2) These securities are exercisable immediately.
- (3) These securities do not have an expiration date.
- (4) Does not include shares of Common Stock that will be issued to the Reporting Person upon consummation of the Issuer's IPO as a result of either (a) the distribution of the Conditional Dividend or (b) the Increased Conversion Rate (as defined in footnote 5 below).
  - Upon consummation of the IPO, every 3 shares of Series E Preferred Stock will be converted into 1 share of Common Stock; provided,
- (5) however, if the price per share of shares sold in the IPO is less than \$11.40, the conversion rate will be 1.128 shares of Common Stock for every 3 shares of Series E Preferred Stock (the "Increased Conversion Rate").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2