

GENOMIC HEALTH INC  
 Form 3  
 September 28, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BYERS BROOK H		(Month/Day/Year)	GENOMIC HEALTH INC [GHDX]	
(Last)	(First)	(Middle)	09/28/2005	
2750 SAND HILL ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK, Â CA Â 94025			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Series B Preferred Stock	Â (1)	Â (2)	Common Stock	12,625 (4)	\$ (5)	D	Â
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	3,313 (7)	\$ (8)	D	Â
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	1,267,747 (3) (4) (10)	\$ (5)	I (6) (10)	See footnotes 6 and 10
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	332,671 (3) (7) (11)	\$ (8)	I (9) (11)	See footnotes 9 and 11

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYERS BROOK H 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â X	Â	Â	Â

## Signatures

/s/ Brook H. Byers 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).
- (1) These securities are exercisable immediately.
- (2) These securities do not have an expiration date.
- (3) The Reporting Person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (4) 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").
- (5) Upon consummation of the IPO, every 3 shares of Series B Preferred Stock will be converted into 1 share of Common Stock. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 3.
- (6) 1,267,747 shares of which 1,232,973 shares are directly held by Kleiner Perkins Caufield & Byers X-A, L.P. ("KPCB X-A") and 34,774 shares are directly held by Kleiner Perkins Caufield & Byers X-B, L.P. ("KPCB X-B"). KPCB X Associates, LLC ("Associates") is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B.
- (7) 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 8 below).
- (8) Upon consummation of the IPO, every 3 shares of Series E Preferred Stock will be converted into 1 share of Common Stock; provided, 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"). The 1-for-3 conversion rate is reflected in the amount of securities underlying the derivative security reported in column 3.

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- (9) 332,671 shares of which 323,546 shares are directly held by KPCB X-A and 9,125 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Mr. Byers disclaims beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B.

- (10) Excludes 541,428 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of certain persons (the "Principals"). KPCB Holdings, Inc., which is affiliated with Associates, has no voting, dispositive or pecuniary interest in any of the shares that it holds. Pursuant to separate nominee agreements among KPCB Holdings, Inc. and each of the Principals, Associates was given revocable powers to vote and make investment decisions with respect to the shares covered by the nominee agreements for such Principal. However, Associates' powers on behalf of the Principals with respect to the shares held under the nominee agreements are being terminated effectively immediately upon commencement of the public offering, and accordingly are excluded from this Form 3.

- (11) Excludes 136,829 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of certain persons (the "Principals"). KPCB Holdings, Inc., which is affiliated with Associates, has no voting, dispositive or pecuniary interest in any of the shares that it holds. Pursuant to separate nominee agreements among KPCB Holdings, Inc. and each of the Principals, Associates was given revocable powers to vote and make investment decisions with respect to the shares covered by the nominee agreements for such Principal. However, Associates' powers on behalf of the Principals with respect to the shares held under the nominee agreements are being terminated effectively immediately upon commencement of the public offering, and accordingly are excluded from this Form 3.

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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