

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â COLELLA SAMUEL D</p> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD,Â BUILDING 4 SUITE 210</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/28/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GENOMIC HEALTH INC [GHDX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares			or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	36,036 (3) (4)	\$ (5)		I	By Versant Affiliates Fund I-A, L.P. (6)
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	75,675 (3) (4)	\$ (5)		I	By Versant Affiliates Fund I-B, L.P. (7)
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	32,432 (3) (4)	\$ (5)		I	By Versant Side Fund I, L.P. (8)
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	1,657,657 (3) (4)	\$ (5)		I	By Versant Venture Capital I, L.P. (9)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	4,728 (4) (10)	\$ (11)		I	By Versant Affiliates Fund I-A, L.P. (6)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	9,929 (4) (10)	\$ (11)		I	By Versant Affiliates Fund I-B, L.P. (7)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	8,890 (4) (10)	\$ (11)		I	By Versant Side Fund I, L.P. (8)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	449,265 (4) (10)	\$ (11)		I	By Versant Venture Capital I, L.P. (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA SAMUEL D 3000 SAND HILL ROAD BUILDING 4 SUITE 210 MENLO PARK, CA 94025	Â X	Â X	Â	Â

Signatures

/s/ Robin Praeger,
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).

(1) These securities are exercisable immediately.

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- (2) These securities do not have an expiration date.
- (3) 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").
- (4) 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.
- (5) Upon consummation of the IPO, every 3 shares of Series B Preferred Stock will convert into 1 share of Common Stock.
- (6) The shares owned by Versant Affiliates Fund I-A, L.P. ("VAF-IA"). The general partner of VAF-IA is Versant Ventures I, LLC ("VVI").
- (7) The shares owned by Versant Affiliates Fund I-B, L.P. ("VAF-IB"). The general partner of VAF-IB is VVI.
- (8) The shares owned by Versant Side Fund I, L.P. ("VSF"). The general partner of VSF is VVI.
- (9) The shares owned by Versant Venture Capital I, L.P. ("VVC"). The general partner of VVC is VVI.
- (10) Does not include additional shares of Common Stock that will be issued to the Reporting Person upon consummation of the IPO as a result of either the Conditional Dividend or the Increased Conversion Rate (as defined in footnote 11 below).
- (11) 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").

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.