

GENOMIC HEALTH INC
Form 4
October 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Tarrant Advisors, Inc

2. Issuer Name and Ticker or Trading Symbol
GENOMIC HEALTH INC [GHDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 CALIFORNIA STREET, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2005

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

(Street)
SAN FRANCISCO, CA 94104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock par value \$1.00	10/04/2005		C		1,836,005	A	\$ 0
					1,910,273 ⁽¹⁾	I	

Through Funds managed by the Reporting Person ⁽³⁾
(4)

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

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number.

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series D Preferred Stock	(2)	10/04/2005		C	3,043,476	(5) (6)	Common Stock 1,014,49
Series E Preferred Stock	(2)	10/04/2005		C	2,464,539 (7)	(5) (6)	Common Stock 821,513 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarrant Advisors, Inc 345 CALIFORNIA STREET, SUITE 2600 SAN FRANCISCO, CA 94104		X		

Signatures

David A. Spuria, Vice President
10/04/2005

**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) On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend"). As a result, TPG Funds received 74,268 shares

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of Common Stock as of October 4, 2005, the closing date of the IPO, which is reflected in the amount reported in column 5.

Every three shares of Preferred Stock were converted into one share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7, which also reflects adjustment for the stock split by the Issuer on September 8, 2005. As a result of the IPO and the distribution of the Conditional Dividend, TPG Funds now directly holds an aggregate amount of 1,910,273 of Common Stock.

(2)

The Reporting Person is the general partner of TPG Ventures Professionals, L.P., which in turn is the managing member of TPG Ventures Holdings, L.L.C. ("TPG Holdings"), which is the sole member of each of TPG Ventures Advisors, L.L.C. ("Ventures Advisors") and TPG Biotech Advisors, L.L.C. ("Biotech Advisors"). Ventures Advisors is the general partner of TPG Ventures GenPar, L.P., which is the general partner of TPG Ventures, L.P. Biotech Advisors is the general partner of TPG Biotechnology GenPar, L.P., which is the general partner of TPG Biotechnology Partners, L.P. (together with TPG Ventures L.P., the "TPG Funds"). Prior to the IPO, TPG Funds directly held an aggregate of 1,014,492 shares of Series D Preferred Stock and 821,513 shares of Series E Preferred Stock ("the Securities"). Following the consummation of the IPO, the Securities were converted into Common Stock.

(3)

The Reporting Person is deemed to be the beneficial owner of the Securities beneficially owned by the TPG Funds only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such funds. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amount. The shareholders of the Reporting Person are David Bonderman, James G. Coulter and William S. Price, III (collectively, the "Shareholders"). However, each Shareholder disclaims beneficial ownership of any of the Issuer's securities reported herein.

(4)

(5) These securities are exercisable immediately.

(6) These securities do not have an expiration date.

(7) The total aggregate amount of Series E Preferred Shares held by TPG funds was 821,513 instead of 821,153 as previously stated in the most recent 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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