

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * BAKER BROS. ADVISORS LP (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/01/2019		A		370	A	\$67.28	165,980	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹³⁾
Common Stock	10/01/2019		A		370	A	\$67.28	160,223	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹³⁾
Common Stock	10/01/2019		A		370	A	\$67.28	244,595	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹³⁾
Common Stock	10/01/2019		A		370	A	\$67.28	1,217,279	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁷⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Common Stock	10/01/2019		A		370	A	\$67.28	7,642,042	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person *
BAKER BROS. ADVISORS LP

 (Last) (First) (Middle)
860 WASHINGTON STREET
3RD FLOOR

 (Street)
NEW YORK NY 10014

 (City) (State) (Zip)

1. Name and Address of Reporting Person *

[14159, L.P.](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[667, L.P.](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Baker Bros. Advisors \(GP\) LLC](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Baker Brothers Life Sciences LP](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BAKER FELIX](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BAKER JULIAN](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Baker Bros. Investments, L.P.](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Baker/Tisch Investments, LP](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

Explanation of Responses:

- 185 shares of restricted stock (the "Restricted Stock") of Genomic Health, Inc. (the "Issuer") issued to Felix J. Baker and 185 shares of Restricted Stock issued to Julian C. Baker pursuant to the Issuer's 2005 Stock Incentive Plan, as amended (the "Stock Incentive Plan") in lieu of director retainer fees of \$12,500, respectively. The shares of Restricted Stock are fully vested. Felix J. Baker and Julian C. Baker serve on the Issuer's board of directors as representatives of the Funds (as defined below).
- Pursuant to the policies of Baker Bros. Advisors LP (the "Adviser"), Felix J. Baker and Julian C. Baker do not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds (as defined below) are entitled to an indirect proportionate pecuniary interest in the securities issued in lieu of director fees.
- Baker/Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros. Investments, 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the shares of Restricted Stock.
- After giving effect to the transactions reported herein and as a result of their ownership interest in Baker/Tisch Capital, L.P., Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in common stock of the Issuer ("Common Stock") reported in column 5 of Table I directly held by Baker Tisch, a limited partnership of which the sole general partner is Baker/Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker/Tisch Capital (GP), LLC, due to Baker/Tisch Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch.
- After giving effect to the transactions reported herein and as a result of their ownership interest in Baker Bros. Capital, L.P., Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by Baker Bros. Investments, a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments.
- After giving effect to the transactions reported herein and as a result of their ownership interest in 14159 Capital, L.P., Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.
- After giving effect to the transactions reported herein and as a result of their ownership interest in (i) Baker Biotech Capital, L.P. and (ii) 667, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to their interest in 667 and Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- After giving effect to the transactions reported herein and as a result of their ownership interest in (i) Baker Brothers Life Sciences Capital, L.P. and (ii) Life Sciences, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to their interest in Life Sciences and Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- The Adviser serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.
- Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- The disclosure of the grant of Restricted Stock reported on this form is the sum of two grants totaling 370 shares. The 370 shares are reported for each of the Funds as each has an indirect pecuniary interest.
- Includes beneficial ownership of 1,910 RSUs, 17,071 shares of Common Stock issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 33,000 shares of Common Stock which were received from exercise of 33,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the Funds may be deemed to own a portion.
- Includes beneficial ownership of 1,910 RSUs, 17,071 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 24,750 shares which were received from exercise of 24,750 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the Funds may be deemed to own a portion.

Remarks:

Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the board of directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

<u>By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>
<u>Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>
<u>Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>
<u>By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>
<u>Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/ /s/ Felix J. Baker</u>	<u>10/03/2019</u>
<u>/s/ Julian C. Baker</u>	<u>10/03/2019</u>
<u>/s/ Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker Bros. Investments, L.P.,pursuant to authority granted by Baker Bros. Capital, L.P., GP to Baker Bros. Investments, L.P. Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>
<u>/s/ Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to Baker/Tisch Investments, L.P.,pursuant to authority granted by Baker/Tisch Capital, L.P., GP to Baker/Tisch Investments, L.P. Name:Scott L. Lessing, Title: President /s/ Scott L. Lessing</u>	<u>10/03/2019</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.