

GENOMIC HEALTH INC  
Form SC 13G/A  
February 14, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)\*

Under the Securities Exchange Act of 1934

Genomic Health, Inc.--  
(Name of Issuer)

Common Stock, par value \$0.0001 Per Share  
(Titles of Class of Securities)

37244C101  
(CUSIP Number)

December 31, 2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 37244C101

13G

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 TPG Group Holdings (SBS) Advisors, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) ☐  
 (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON

6

-0-

SHARED VOTING POWER

7

1,410,273

SOLE DISPOSITIVE POWER

-0-

WITH:

8

SHARED DISPOSITIVE POWER

1,410,273

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,410,273

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* o  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.8% (1)

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Based on a total of 29,542,324 shares of Common Stock outstanding as of October 31, 2011 as reported on the Issuer's Form 10-Q, dated November 8, 2011.

CUSIP No. 37244C101

13G

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 David Bonderman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) ☐  
 (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES  
 BENEFICIALLY  
 OWNED BY

6

SHARED VOTING POWER

1,410,273

EACH  
 REPORTING  
 PERSON

7

SOLE DISPOSITIVE POWER

-0-

WITH:

8

SHARED DISPOSITIVE POWER

1,410,273

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,410,273

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.8% (2)

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(2) Based on a total of 29,542,324 shares of Common Stock outstanding as of October 31, 2011 as reported on the Issuer's Form 10-Q, dated November 8, 2011.

CUSIP No. 81943P104

13G

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 James G. Coulter

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) ☐  
 (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

NUMBER OF	5	SOLE VOTING POWER
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-0-

SHARES	6	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY		1,410,273

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		-0-

WITH:	8	SHARED DISPOSITIVE POWER
		1,410,273

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,410,273

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.8% (3)

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(3) Based on a total of 29,542,324 shares of Common Stock outstanding as of October 31, 2011 as reported on the Issuer's Form 10-Q, dated November 8, 2011.

Item Name of Issuer:  
1(a).

Genomic Health, Inc. (the "Issuer").

Item Address of Issuer's Principal Executive Offices:  
1(b).

301 Penobscot Drive  
Redwood City, CA 94063

Item Name of Person Filing:  
2(a).

This Amendment No. 1 ("Amendment 1") to Schedule 13G (as amended, the "Schedule 13G") is being filed jointly on behalf of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of (i) TPG Ventures GenPar Advisors, LLC, a Delaware limited liability company ("Ventures GenPar Advisors"), and (ii) TPG Biotechnology GenPar Advisors, LLC, a Delaware limited liability company ("Biotechnology GenPar Advisors"). Ventures GenPar Advisors is the general partner of TPG Ventures GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Ventures, L.P., a Delaware limited partnership ("TPG Ventures"), which directly holds 423,081 shares of the Common Stock of the Issuer (the "Ventures Shares") reported herein. Biotechnology GenPar Advisors is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Biotechnology L.P., a Delaware limited partnership ("TPG Biotech" and, together with TPG Ventures, the "TPG Funds"), which directly holds 987,192 shares of the Common Stock of the Issuer (the "Biotech Shares" and, together with the Ventures Shares, the "Shares") reported herein. Because of Group Advisors' relationship to the TPG Funds, Group Advisors may be deemed to beneficially own the Shares.

David Bonderman and James G. Coulter are officers, directors and sole shareholders of Group Advisors and therefore may be deemed to beneficially own the Shares. Messrs. Bonderman and Coulter disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

Item Address of Principal Business Office or, if none, Residence:  
2(b).

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC  
301 Commerce Street, Suite 3300  
Forth Worth, Texas 76102

Item    Citizenship:  
2(c).

See responses to Item 4 on each cover page.

Item    Title of Class of Securities:  
2(d).

Common Stock, par value \$0.0001 per share ("Common Stock").

Item    CUSIP Number:  
2(e).

37244C101

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a)                      Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)                      Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)                      Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)                      Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)                      Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)                      Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)                      Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)                      Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).
- (i)                      Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j)                      Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k)                      Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a  
non-U.S.  
institution in  
accordance with  
Rule  
13d-1(b)(1)(ii)(J),  
please specify the  
type of institution:  
\_\_\_\_\_



Item 4. Ownership.

(a) Amount Beneficially Owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:  
See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:  
See responses to Item 7 on each cover page.

(iv) Shared power to dispose or direct the disposition of:  
See responses to Item 8 on each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See response to Item 2(a) above.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable .

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami  
Name: Ronald Cami  
Title: Vice President

David Bonderman

By: /s/ Ronald Cami  
Name: Ronald Cami, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Ronald Cami  
Name: Ronald Cami, on behalf of James G. Coulter (5)

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(4) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Securities and Exchange Commission ("Commission") as an exhibit to a Form 13D filed by Mr. Bonderman on July 26, 2010.

(5) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Commission as an exhibit to a Form 13D filed by Mr. Coulter on July 26, 2010.

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Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.