

GENOMIC HEALTH INC  
Form SC 13G  
January 11, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**GENOMIC HEALTH, INC.**

(Name of Issuer)

**Common Stock, par value \$0.0001**

(Title of Class of Securities)

**37244C101**

(CUSIP Number)

**December 31, 2005**

(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 for 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 the 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 ("Act") 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

- |   |   |                       |  |
|---|---|-----------------------|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) |                       |  |
|   | Incyte Corporation  | 94-3136539            |  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                     |                       |  |
|   | (a)   | <input type="radio"/> |  |
|   | (b)   | <input type="radio"/> |  |
| 3.  | SEC Use Only  |                       |  |
| 4.  | Citizenship or Place of Organization  |                       |  |
|   | Delaware  |                       |  |
|   | 5.  |                       | Sole Voting Power<br>1,544,602 shares      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6.  |                       | Shared Voting Power<br>0                   |
|   | 7.  |                       | Sole Dispositive Power<br>1,544,602 shares |
|   | 8.  |                       | Shared Dispositive Power<br>0              |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |                       |  |
|   | 1,544,602 shares  |                       |  |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)     | <input type="radio"/> |  |
| 11.   | Percent of Class Represented by Amount in Row (9)                                       |                       |  |
|   | 6.3%  |                       |  |
| 12.   | Type of Reporting Person (See Instructions)   |                       |  |
|   | CO  |                       |  |

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Item 1.

- (a) Name of Issuer  
Genomic Health, Inc.
- (b) Address of Issuer's Principal Executive Offices  
301 Penobscot Drive, Redwood City, California 94063

Item 2.

- (a) Name of Person Filing  
Incyte Corporation
- (b) Address of Principal Business Office or, if none, Residence  
Experimental Station, Route 141 & Henry Clay Road, Building E336, Wilmington, Delaware 19880
- (c) Citizenship  
Delaware
- (d) Title of Class of Securities  
Common Stock, \$0.0001 par value
- (e) CUSIP Number  
37244C101

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (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)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
1,544,602 shares of Common Stock.
- (b) Percent of class:  
  
6.3%. The calculation of percentage of beneficial ownership was based on 24,469,458 shares of Common Stock outstanding as of October 31, 2005.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) 1,544,602 shares.  
Shared power to vote or to direct the vote
  - (iii) 0 shares.  
Sole power to dispose or to direct the disposition of
  - (iv) 1,544,602 shares.  
Shared power to dispose or to direct the disposition of
  - 0 shares.

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 .

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 or Control Person  
Not applicable.

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.

**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: January 11, 2006.

INCYTE CORPORATION

By:

/s/ Patricia A. Schreck  
Patricia A. Schreck  
Executive Vice President and  
General Counsel