

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2007-12-10**  
SEC Accession No. **0001005477-07-010135**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **GENOMIC HEALTH INC**

CIK: **1131324** | IRS No.: **770552594** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-81275** | Film No.: **071295940**  
SIC: **8071** Medical laboratories

Mailing Address  
301 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063

Business Address  
301 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063  
650-556-9300

### FILED BY

#### **Atticus Capital LP**

CIK: **1352265** | IRS No.: **710992507**  
Type: **SC 13G**

Mailing Address  
767 FIFTH AVENUE  
12TH FLOOR  
NEW YORK NY 10153

Business Address  
767 FIFTH AVENUE  
12TH FLOOR  
NEW YORK NY 10153  
212-256-8441

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Rule 13d-102

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

Genomic Health, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

37244C101

-----  
(CUSIP Number)

11/29/2007

-----  
(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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 37244C101

-----  
(1) Names of reporting persons.

(2) Check the appropriate box if a member of a group (see instructions) (a)  |   
(b)  |

(3) SEC use only.

(4) Citizenship or place of organization.

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:

1,557,832

(6) Shared voting power:

None

(7) Sole dispositive power:

1,557,832

(8) Shared dispositive power:

None

(9) Aggregate amount beneficially owned by each reporting person.

1,557,832

(10) Check if the aggregate amount in Row (9) excludes certain shares  |   
(see instructions).

(11) Percent of class represented by amount in Row 9.

5.53%

(12) Type of reporting person (see instructions).

PN

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CUSIP No. 37244C101

(1) Names of reporting persons.

Atticus Management LLC

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(2) Check the appropriate box if a member of a group (see instructions) (a) | \_ |  
(b) | \_ |  
-----

(3) SEC use only.

-----  
(4) Citizenship or place of organization.

Delaware

-----  
Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:  
1,557,832

(6) Shared voting power:  
None

(7) Sole dispositive power:  
1,557,832

(8) Shared dispositive power:  
None

-----  
(9) Aggregate amount beneficially owned by each reporting person.

1,557,832

-----  
(10) Check if the aggregate amount in Row (9) excludes certain shares | \_ |  
(see instructions).

-----  
(11) Percent of class represented by amount in Row 9.

5.53%

-----  
(12) Type of reporting person (see instructions).

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CUSIP No. 37244C101

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(1) Names of reporting persons.

Barakett, Timothy R.

(2) Check the appropriate box if a member of a group (see instructions) (a)  |   
(b)  |

-----  
(3) SEC use only.

-----  
(4) Citizenship or place of organization.

Canada

-----  
Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:  
1,557,832

(6) Shared voting power:  
None

(7) Sole dispositive power:  
1,557,832

(8) Shared dispositive power:  
None

-----  
(9) Aggregate amount beneficially owned by each reporting person.

1,557,832

-----  
(10) Check if the aggregate amount in Row (9) excludes certain shares  |   
(see instructions).

-----  
(11) Percent of class represented by amount in Row 9.

5.53%

-----  
(12) Type of reporting person (see instructions).

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Item 1(a). Name of Issuer:

Genomic Health, Inc.

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

301 Penobscot Drive,

Item 2(a). Name of Person Filing:

Atticus Capital LP  
Atticus Management LLC  
Barakett, Timothy R.

Item 2(b). Address or Principal Business Office or, If None, Residence:

The address of the principal business office of the Reporting Persons is 767 Fifth Avenue, New York, New York 10153.

Item 2(c). Citizenship:

Delaware, Canada

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

Common Stock, par value \$0.0001 per share

Item 2(e). CUSIP No.:

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:

- (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 ss. 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss.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 ss. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c),  
check this box.

#### Item 4. Ownership

(a) Amount beneficially owned:

As of December 7, 2007, each of the Reporting Persons may be deemed to be the beneficial owner of 1,557,832 shares of the issuer's outstanding common stock.

(b) Percent of class:

Each of the Reporting Persons may be deemed to be the beneficial owner of 5.53% of the total number of the Issuer's shares of outstanding Common Stock.

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

(i) Sole power to direct the vote  
1,557,832

(ii) Shared power to direct the vote  
None

(iii) Sole power to dispose or direct the disposition of  
1,557,832

(iv) Shared power to dispose or direct the disposition of  
None

#### Item 5. Ownership of 5 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 5 percent of the class of securities, check the following

#### Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

This Item 6 is 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.

This Item 7 is not applicable.

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

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Atticus Capital LP  
By: Atticus Management LLC, its General  
Partner

Date: 12/10/2007

/s/ Dennis Bertron  
Name: Dennis Bertron  
Title: Attorney-in-Fact

Atticus Management LLC

Date: 12/10/2007

/s/ Dennis Bertron  
Name: Dennis Bertron  
Title: Attorney-in-Fact

Timothy R. Barakett

Date: 12/10/2007

/s/ Dennis Bertron  
Name: Dennis Bertron  
Title: Attorney-in-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, Provided, however, That a power of attorney for this purpose



which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001). (Secs. 3(b), 13(d)(1), 13(d)(2), 13(d)(5), 13(d)(6), 13(g)(1), 13(g)(2), 13(g)(5), 23, 48 Stat. 882, 894, 901; sec. 203(a), 49 Stat. 704; sec. 8, 49 Stat. 1379; sec. 10, 78 Stat. 88a; sec. 2, 82 Stat. 454; secs. 1, 2, 84 Stat. 1497; secs. 3, 10, 18, 89 Stat. 97, 119, 155; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78c(b), 78m(d)(1), 78m(d)(2), 78m(d)(5), 78m(d)(6), 78m(g)(1), 78m(g)(2), 78m(g)(5), 78w)) [43 FR 18499, Apr. 28, 1978, as amended at 43 FR 55756, Nov. 29, 1978; 44 FR 2148, Jan. 9, 1979; 44 FR 11751, Mar. 2, 1979; 61 FR 49959, Sept. 24, 1996; 62 FR 35340, July 1, 1997; 63 FR 2867, Jan. 16, 1998; 63 FR 15287, Mar. 31, 1998]

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, TIMOTHY R. BARAKETT, hereby make, constitute and appoint each of SCOTT KISLIN, DENNIS BERTRON and CHARLES FORTIN, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as chief executive officer of, managing member of or in other capacities with Atticus Capital LP or its general partner, Atticus Management LLC (collectively, \"Atticus\"), and each of their affiliates, including Atticus UK LLP and Atticus UK Services Ltd., and entities advised by me or Atticus, all documents, certificates, instruments, statements, filings and agreements (\"documents\") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the \"SEC\") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the \"Act\") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act. All past acts of the attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of, or otherwise associated with, Atticus or one of its affiliates. Execution of this power of attorney revokes that certain Power of Attorney dated as of January 18, 2007 with respect to substantially the same matters addressed above.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 7, 2007.

/s/ Timothy R. Barakett