

GENOMIC HEALTH INC  
Form 8-K  
February 06, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 6, 2012**

**GENOMIC HEALTH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51541**  
(Commission  
File Number)

**77-0552594**  
(IRS Employer  
Identification No.)

**301 Penobscot Drive, Redwood City, California**  
(Address of principal executive offices)

**94063**  
(Zip Code)

Registrant's telephone number, including area code: **(650) 556-9300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 6, 2012, Genomic Health, Inc. issued a press release announcing financial results for its fourth fiscal quarter and year ended December 31, 2011. The full text of the press release is furnished as Exhibit 99.1.

**Item 8.01 Other Events.**

The Company's 2012 Annual Meeting of Stockholders will be held on June 7, 2012 at such place and time as will be set forth in the Company's proxy statement relating to that meeting. A stockholder proposal not included in the proxy statement for the Company's 2012 Annual Meeting of Stockholders will be ineligible for presentation at the meeting unless the stockholder gives timely notice of the proposal in writing to the Secretary of the Company at the principal executive offices of the Company and otherwise complies with the provisions of the Company's Bylaws. For the 2012 Annual Meeting of Stockholders, to be timely, the Company's Bylaws provide that the Secretary of the Company must have received the stockholder's notice not less than 90 days nor more than 120 days prior to the first anniversary date of the preceding year's annual meeting. For the Company's 2012 Annual Meeting of Stockholders, stockholders must have submitted written notice to the Secretary in accordance with the foregoing Bylaw provisions not earlier than February 10, 2012 nor later than March 11, 2012.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Press release issued by Genomic Health, Inc. dated February 6, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 6, 2012

GENOMIC HEALTH, INC.

By	/s/ Dean L. Schorno
Name:	Dean L. Schorno
Title:	Chief Financial Officer

**GENOMIC HEALTH, INC.  
EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release issued by Genomic Health, Inc. dated February 6, 2012