

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol	
EXACT SCIENCES CORP			7/28/2019		GENOMIC HEALTH INC [GHDX]	
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
441 CHARMANY DRIVE			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) / See Footnotes 1,2,3,4,5 Below			
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MADISON, WI 53719					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
common stock, par value \$0.0001 per share	0 (1)(2)(3)(4)(5)	I	See Footnotes (1)(2)(3)(4)(5)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- On July 28, 2019, Genomic Health, Inc., a Delaware corporation ("Issuer"), entered into an agreement and plan of merger (the "Merger Agreement") with Exact Sciences Corporation, a Delaware corporation ("Exact Sciences"), and Spring Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Exact Sciences ("Merger Sub"). The Merger Agreement provides that, upon the terms and subject to the satisfaction or waiver of the conditions set forth therein, Merger Sub will merge with and into Issuer (the "Merger"), with Issuer continuing as the surviving corporation and a wholly owned subsidiary of Exact Sciences.
- Exact Sciences may be deemed to have beneficial ownership of an aggregate of 9,596,023 shares of Common Stock, \$0.0001 par value, of Issuer ("Common Stock," and such aggregate shares, the "Shares"), consisting of (i) 9,435,243 outstanding shares of Common Stock held by (A) Julian C. Baker, (B) Felix J. Baker, (C) FBB Associates, (D) Baker Brothers Life Sciences, L.P., (E) Baker/Tisch Investments, L.P. (F) 667, L.P., (G) 14159, L.P., (H) Baker Bros. Investments, L.P. and (I) Baker Bros. Investments II, L.P. (the foregoing (A) through (I), together, the "Stockholders") and (ii) 160,780 shares of Common Stock issuable in the aggregate upon the vesting and exercise of options to purchase Common Stock variously granted to certain Stockholders, as a result of entering into voting agreements, dated as of July 28, 2019 (the "Voting Agreements").
- Copies of the forms of Voting Agreement that Exact Sciences entered into with each Stockholder were filed as exhibits to Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 30, 2019. Pursuant to the Voting Agreements, each such Stockholder (and such Stockholder's advisor, where applicable) agreed, among other things and subject to the terms and conditions therein, to vote all of such Stockholder's Shares in favor of the adoption of the Merger Agreement and the transactions contemplated thereby, including the Merger, and against any alternative proposal.
- In addition, each Stockholder waived appraisal rights and provided an irrevocable proxy to Exact Sciences to vote in favor of the Merger, including by voting for the adoption of the Merger Agreement. The Voting Agreements do not limit or restrict the Stockholders solely in their capacities as directors or officers of Issuer from acting in such capacities. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Exact Sciences that it is the beneficial owner of any of the Shares and any such beneficial ownership is expressly denied.
- Exact Sciences does not have any pecuniary interest in any of the Shares.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EXACT SCIENCES CORP 441 CHARMANY DRIVE MADISON, WI 53719		X		See Footnotes 1,2,3,4,5 Below

Signatures

/s/ D. Scott Coward, Senior Vice President, General Counsel, Chief Administrative Officer and Secretary

8/7/2019

******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 5(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 control number.