

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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

<b>1. Name and Address of Reporting Person *</b>  <b>EXACT SCIENCES CORP</b>  (Last) (First) (Middle)  <b>441 CHARMANY DRIVE</b>  (Street)  <b>MADISON, WI 53719</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GENOMIC HEALTH INC [ GHDX ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>11/8/2019</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>See Footnotes</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price					
Common Stock, par value \$0.0001 per share	11/8/2019		P		37643330	(1)(2)	A	(1)	100	(1)(2)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On November 8, 2019, pursuant to the Agreement and Plan of Merger, dated as of July 28, 2019 (the "Merger Agreement"), by and among Genomic Health, Inc., a Delaware corporation ("Genomic Health"), Exact Sciences Corporation, a Delaware corporation (the "Company"), and Spring Acquisition Corp., a Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), Merger Sub merged with and into Genomic Health, with Genomic Health continuing as the surviving corporation and a direct or indirect wholly owned subsidiary of the Company (the "Merger").
- (2) Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time") each share of Genomic Health common stock, par value \$0.0001 per share ("Genomic Health Common Stock"), issued and outstanding immediately prior to the Effective Time (except for shares held by a holder who properly exercised and perfected appraisal rights under Delaware law), was converted into the right to receive (i) \$27.50 in cash, without interest and (ii) 0.45043 of a share of Company common stock, par value \$0.01 per share, and cash in lieu of fractional shares (together, the "Merger Consideration"), less any applicable withholding taxes. Pursuant to the Merger Agreement, at the Effective Time, each share of common stock, par value \$0.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time, which totaled 100 shares, was converted into and became one fully paid share of common stock, par value \$0.01 per share, of Genomic Health.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>EXACT SCIENCES CORP 441 CHARMANY DRIVE MADISON, WI 53719</b>		<b>X</b>		<b>See Footnotes</b>

**Signatures**

/s/ D. Scott Coward                      11/13/2019

\*\*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 4(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.