08-990710

State of California

Secretary of State

CORPORATE DISCLOSURE STATEMENT

(Domestic Stock and Foreign Corporations)

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There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
in the office of the Secretary of State of the State of California
JUL 10 2008

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1. CORPORATE NAME

Genentech, Inc.

C1195294

INDEPENDENT AUDITOR

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT
Ernst & Young LLP

3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2
See Attachment A

4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2

DIRECTORS AND EXECUTIVE OFFICERS

5. NAMES OF DIRECTORS

	NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1)	Herbert W. Boyer	76,500*	0**	11,000***	☐ YES ☑ NO	☐ YES ☑ NO
2)	Debra L. Reed	82,000*	0**	11,000***	☐ YES ☑ NO	☐ YES ☑ NO
3)	Charles A. Sanders	77,500*	0**	11,000***	☐ YES ☑ NO	☐ YES ☑ NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS

	NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1)	David A. Ebersman	1,519,959*	0**	125,000***	☐ YES ☑ NO	☐ YES ☑ NO
2)	Susan D. Desmond-Hellmann	1,953,608*	0**	210,000***	☐ YES ☑ NO	☐ YES ☑ NO
3)	Richard H. Scheller	1,409,349*	0**	125,000***	☐ YES ☑ NO	☐ YES ☑ NO
4)	Stephen G. Juelsgaard	1,358,695*	0**	125,000***	☐ YES ☑ NO	☐ YES ☑ NO
5)	Ian T. Clark	1,325,601*	0**	125,000***	☐ YES ☑ NO	☐ YES ☑ NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)

CHIEF EXECUTIVE OFFICER	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
Arthur D. Levinson	4,131,061*	0**	400,000***	☐ YES ☑ NO	☐ YES ☑ NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1) ______ ☐ BANKRUPTCY ☐ FRAUD
2) ______ ☐ BANKRUPTCY ☐ FRAUD
3) ______ ☐ BANKRUPTCY ☐ FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA).

LOANS TO MEMBERS OF THE BOARD OF DIRECTORS

7. NAMES OF DIRECTORS — DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)

1) ______
2) ______
3) ______

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

ADDITIONAL STATUTORY DISCLOSURES

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? ☐ YES ☑ NO

9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. ☑ YES ☐ NO

10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. ☑ YES ☐ NO

11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Sean A. Johnston	CW Sean Johnston	SVP, General Counsel	7/9/2008
TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM	SIGNATURE	TITLE	DATE

SI-PT (REV 07/2006) APPROVED BY SECRETARY OF STATE

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08-990710

State of California
Secretary of State

ATTACHMENT TO
CORPORATE DISCLOSURE STATEMENT
(Domestic Stock and Foreign Corporations)

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

A. CORPORATE NAME Genentech, Inc.

B. ADDITIONAL DIRECTORS (Continued from Item 5 on Form SI-PT)

	NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4)	William M. Burns	0	0	0	☐ YES ☑ NO	☐ YES ☑ NO
5)	Erich Hunziker	0	0	0	☐ YES ☑ NO	☐ YES ☑ NO
6)	Jonathan K.C. Knowles	0	0	0	☐ YES ☑ NO	☐ YES ☑ NO
7)	Arthur D. Levinson	0****	0	0	☐ YES ☑ NO	☐ YES ☑ NO
8)					☐ YES ☐ NO	☐ YES ☐ NO
9)					☐ YES ☐ NO	☐ YES ☐ NO
10)					☐ YES ☐ NO	☐ YES ☐ NO
11)					☐ YES ☐ NO	☐ YES ☐ NO
12)					☐ YES ☐ NO	☐ YES ☐ NO
13)					☐ YES ☐ NO	☐ YES ☐ NO
14)					☐ YES ☐ NO	☐ YES ☐ NO
15)					☐ YES ☐ NO	☐ YES ☐ NO
16)					☐ YES ☐ NO	☐ YES ☐ NO
17)					☐ YES ☐ NO	☐ YES ☐ NO
18)					☐ YES ☐ NO	☐ YES ☐ NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. ADDITIONAL LOANS TO MEMBERS OF THE BOARD OF DIRECTORS (Continued from Item 7 on Form SI-PT)

	NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4)		
5)		
6)		
7)		
8)		

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. ADDITIONAL INFORMATION (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

In reference to items 5 and 6 of Form SI-PT:
*Annual compensation received from Genentech, Inc. during the fiscal year ended December 31, 2007.

**Officers may purchase shares of Genentech, Inc. common stock pursuant to an employee stock purchase plan available broadly to Genentech, Inc. employees during the year ended December 31, 2007.

***Options for the purchase of Genentech, Inc. common stock granted pursuant to a broad-based stock option plan during the fiscal year ended December 31, 2007.

In reference to Section B on Form SI-PT:
****Compensation for role as CEO listed in Section 6b of Form SI-PT.

Genentech, Inc.
California Corporate Disclosure Statement
Attachment A (Description to Item 3)

In addition to audit services, Ernst & Young also provides audit-related services such as quarterly review of financial statements and audit of our employee benefit plan, accounting consultations, due diligence services, tax services such as transaction reviews, tax regulatory matters, tax return review and expatriate tax matters, and an audit of management's assessment of the effectiveness of internal control over financial reporting.

Genentech, Inc.
California Corporate Disclosure Statement
Attachment B (Description to Items 9 and 10)

Description of legal proceedings from Genentech, Inc.'s Form 10-Q for the quarter ended March 31, 2008.

Description for Item 9 and 10

We are a party to various legal proceedings, including licensing and contract disputes, and other matters.

On October 4, 2004, we received a subpoena from the U.S. Department of Justice requesting documents related to the promotion of Rituxan, a prescription treatment now approved for five indications. We are cooperating with the associated investigation, which is both civil and criminal in nature, and through counsel we are having discussions with government representatives about the status of their investigation and Genentech's views on this matter, including potential resolution. The government has called, and may continue to call, former and current Genentech employees to appear before a grand jury in connection with this investigation. The outcome of this matter cannot be determined at this time.

We and the City of Hope National Medical Center (COH) are parties to a 1976 agreement related to work conducted by two COH employees, Arthur Riggs and Keiichi Itakura, and patents that resulted from that work, which are referred to as the "Riggs/Itakura Patents." Since that time, we have entered into license agreements with various companies to manufacture, use, and sell the products covered by the Riggs/Itakura Patents. On August 13, 1999, COH filed a complaint against us in the Superior Court in Los Angeles County, California, alleging that we owe royalties to COH in connection with these license agreements, as well as product license agreements that involve the grant of licenses under the Riggs/Itakura Patents. On June 10, 2002, a jury voted to award COH approximately $300 million in compensatory damages. On June 24, 2002, a jury voted to award COH an additional $200 million in punitive damages. Such amounts were accrued as an expense in the second quarter of 2002 and are included in the accompanying Condensed Consolidated Balance Sheets in "Accrued litigation" at March 31, 2008 and December 31, 2007. We filed a notice of appeal of the verdict and damages awards with the California Court of Appeal. On October 21, 2004, the California Court of Appeal affirmed the verdict and damages awards in all respects. On November 22, 2004, the California Court of Appeal modified its opinion without changing the verdict and denied Genentech's request for rehearing. On November 24, 2004, we filed a petition seeking review by the California Supreme Court. On February 2, 2005, the California Supreme Court granted that petition. The California Supreme Court heard our appeal on this matter on February 5, 2008, and on April 24, 2008 overturned the award of $200 million in punitive damages to COH but upheld the award of $300 million in compensatory damages. We expect to pay approximately $477 million to COH in the second quarter of 2008, reflecting the amount of compensatory damages awarded plus interest thereon from the date of the original decision, June 10, 2002.

As a result of the April 24, 2008 California Supreme Court decision, we recorded a net favorable litigation settlement of $301 million in the first quarter of 2008, which included $9 million of accrued interest and bond costs primarily related to the compensatory damages. In the first quarter of 2007, we recorded accrued interest and bond costs on both the compensatory and punitive damages totaling $13 million. In conjunction with the COH judgment in 2002, we posted a surety bond and were required to pledge cash and investments of $788 million to secure the bond. Our payment in the second quarter of 2008 for the compensatory damages award of approximately $477 million will be made from the restricted cash and investments, and this balance is reflected in "Restricted cash and investments" in the accompanying Condensed Consolidated Balance Sheets. We also expect approximately $313 million to be released from restricted cash and investments during the second quarter of 2008 and made available for use in our operations. Included within current liabilities in "Accrued litigation" in the accompanying Condensed Consolidated Balance Sheets at March 31, 2008 and December 31, 2007 are $473 million and $776 million, respectively, which represents our estimate of the costs for the resolution of the COH matter as of each of these reporting dates.

On April 11, 2003, MedImmune, Inc. filed a lawsuit against Genentech, COH, and Celltech R & D Ltd. in the U.S. District Court for the Central District of California (Los Angeles). The lawsuit relates to U.S. Patent No. 6,331,415 (the Cabilly patent) that we co-own with COH and under which MedImmune and other companies have been licensed and are paying royalties to us. The lawsuit includes claims for violation of anti-trust, patent, and unfair competition laws. MedImmune is seeking a ruling that the Cabilly patent is invalid and/or unenforceable, a determination that MedImmune does not owe royalties under the Cabilly patent on sales of its Synagis® antibody product, an injunction to prevent us from enforcing the Cabilly patent, an award of actual and exemplary damages, and other relief. On January 14, 2004, the U.S. District Court, amending a December 23, 2003 order, granted summary judgment in our favor on all of MedImmune's anti-trust and unfair competition claims. On April 23, 2004, the District Court granted our motion to dismiss all remaining claims in the case. On October 18, 2005, the U.S. Court of Appeals for the Federal Circuit affirmed the judgment of the District Court in all respects. MedImmune filed a petition for certiorari with the U.S. Supreme Court on November 10, 2005, seeking review of the decision to dismiss certain of its claims. The Supreme Court granted MedImmune's petition, and the oral argument of this case before the Supreme Court occurred on October 4, 2006. On January 9, 2007, the Supreme Court issued a decision reversing the Federal Circuit's decision and remanding the case to the lower courts for further proceedings in connection with the patent and contract claims. On August 16, 2007, the U.S. District Court entered a Claim Construction Order defining several terms used in the Cabilly patent. On October 29, 2007, MedImmune filed a motion for partial summary judgment of non-infringement, and in connection with that motion MedImmune conceded that its Synagis product infringes claim 33 of the Cabilly patent. Genentech responded to this motion in part by granting MedImmune, with respect to the Synagis product only, a covenant not to sue for infringement under any claim of the Cabilly patent other than claim 33. The trial of this matter has been scheduled for June 23, 2008. The outcome of this matter cannot be determined at this time.

On May 13, 2005, a request was filed by a third party for reexamination of the Cabilly patent. The request sought reexamination on the basis of non-statutory double patenting over U.S. Patent No. 4,816,567. On July 7, 2005, the U.S. Patent and Trademark Office (Patent Office) ordered reexamination of the Cabilly patent. On September 13, 2005, the Patent Office mailed an initial non-final Patent Office action rejecting all 36 claims of the Cabilly patent. We filed our response to the Patent Office action on November 25, 2005. On December 23, 2005, a second request for reexamination of the Cabilly patent was filed by another third party, and on January 23, 2006, the Patent Office granted that request. On June 6, 2006, the two reexaminations were merged into one proceeding. On August 16, 2006, the Patent Office mailed a non-final Patent Office action in the merged proceeding, rejecting all the claims of the Cabilly patent based on issues raised in the two reexamination requests. We filed our response to the Patent Office action on October 30, 2006. On February 16, 2007, the Patent Office mailed a final Patent Office action rejecting all the claims of the Cabilly patent. We responded to the final Patent Office action on May 21, 2007 and requested continued reexamination. On May 31, 2007, the Patent Office granted the request for continued reexamination, and in doing so withdrew the finality of the February 2007 Patent Office action and agreed to treat our May 21, 2007 filing as a response to a first Patent Office action. On February 25, 2008, the Patent Office mailed a final Patent Office action rejecting all the claims of the Cabilly patent. We intend to file a response to this action and, if necessary, appeal the rejection. We requested and the Patent Office granted us an extension of time to June 6, 2008 for filing a response. The Cabilly patent, which expires in 2018, relates to methods that we and others use to make certain antibodies or antibody fragments, as well as cells and deoxyribonucleic acid (DNA) used in these methods. We have licensed the Cabilly patent to other companies and derive significant royalties from those licenses. The claims of the Cabilly patent remain valid and enforceable throughout the reexamination and appeals processes. Because the above-described proceeding is ongoing, the outcome of this matter cannot be determined at this time.

In 2006, we made development decisions involving our humanized anti-CD20 program, and our collaborator, Biogen Idec Inc., disagreed with certain of our development decisions related to humanized anti-CD20 products. Under our 2003 collaboration agreement with Biogen Idec, we believe that we are permitted to proceed with further trials of certain humanized anti-CD20 antibodies, and Biogen Idec disagreed with our position. The disputed issues have been submitted to arbitration. In the arbitration, Biogen Idec filed motions for a preliminary injunction and summary judgment seeking to stop us from proceeding with certain development activities, including planned clinical trials. On April 20, 2007, the arbitration panel denied Biogen Idec's motion for a preliminary injunction and Biogen Idec's motion for summary judgment. Resolution of the arbitration could require that both parties agree to certain development decisions before moving forward with humanized anti-CD20 antibody clinical trials (and possibly clinical trials of other collaboration products, including Rituxan), in which case we may have to alter or cancel planned clinical trials in order to obtain Biogen Idec's approval. The hearing of this matter is scheduled to begin in June 2008. We expect a final decision within six months of the hearing, unless the parties are able to resolve the matter earlier through settlement discussions or otherwise. The outcome of this matter cannot be determined at this time.

On June 28, 2003, Mr. Ubaldo Bao Martinez filed a lawsuit against Porriño Town Council and Genentech España S.L. in the Contentious Administrative Court Number One of Pontevedra, Spain. The lawsuit challenges the Town Council's decision to grant licenses to Genentech España S.L. for the construction and operation of a warehouse and biopharmaceutical manufacturing facility in Porriño, Spain. On January 16, 2008, the Administrative Court ruled in favor of Mr. Bao on one of the claims in the lawsuit and ordered the closing and demolition of the facility, subject to certain further legal proceedings. On February 12, 2008, we and the Town Council filed appeals of the Administrative Court decision at the High Court in Galicia, Spain. In addition, we are evaluating with legal counsel in Spain whether there may be other administrative remedies available to overcome the Administrative Court's ruling. We sold the assets of Genentech España S.L., including the Porriño facility, to Lonza Group Ltd. (Lonza) in December 2006, and Lonza has operated the facility since that time. Under the terms of that sale, we retained control of the defense of this lawsuit and agreed to indemnify Lonza against certain contractually defined liabilities up to a specified limit, which is currently estimated to be approximately $100 million. The outcome of this matter, and our indemnification obligation to Lonza, if any, cannot be determined at this time.