

GENENTECH INC  
Form 8-K/A  
December 13, 2004

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

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**FORM 8-K/A  
(Amendment No. 1)**

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

Date of Report (Date of Earliest Event Reported): **November 10, 2004**

**GENENTECH, INC.**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-9813</b> (Commission File Number)	<b>94-2347624</b> (I.R.S. Employer Identification No.)
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**1 DNA Way  
South San Francisco, California 94080-4990**  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(650) 225-1000**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS**

On November 16, 2004, Genentech, Inc. filed a Current Report on Form 8-K with the Securities and Exchange Commission, disclosing that Louis J. Lavigne, Jr., Executive Vice President and Chief Financial Officer of Genentech, will retire from his position in March 2005 and that David A. Ebersman will become Chief Financial Officer, effective upon Mr. Lavigne's retirement, subject to approval by Genentech's Board of Directors.

This Form 8-K/A amends the Form 8-K filed on November 16, 2004 to disclose that on December 7, 2004, Genentech's Board of Directors approved the appointment of Mr. Ebersman as Senior Vice President, Finance, effective January 5, 2005, and as Chief Financial Officer, effective March 5, 2005, upon Mr. Lavigne's retirement on that same date.

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**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: December 13, 2004

By: /s/ Stephen G. Juelsgaard  
Stephen G. Juelsgaard  
Executive Vice President, General  
Counsel and Secretary