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GENOMICA CORP /DE/  
Form SC 14D1/A  
December 11, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 11, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)

GENOMICA CORPORATION  
(Name of Subject Company (Issuer))

EXELIXIS, INC.  
and  
BLUEGREEN ACQUISITION SUB, INC.  
(Offerors)

(Name of Filing Persons (identifying status as  
offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

37243Q10  
(CUSIP Number of Class of Securities)

GEORGE A. SCANGOS, PH.D.  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
EXELIXIS, INC.  
170 HARBOR WAY  
P.O. BOX 511  
SOUTH SAN FRANCISCO, CALIFORNIA 94083  
(650) 837-7000

(Name, address and telephone number of persons  
authorized to receive notices and communications on behalf  
of filing persons)

Copy to:  
BRUCE W. JENETT, ESQ.  
HELLER EHRMAN WHITE & MCAULIFFE LLP  
275 Middlefield Road  
Menlo Park, California 94025

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

=====  
This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed by Exelixis, Inc., a Delaware corporation ("Exelixis"), and Bluegreen Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Exelixis ("Merger Sub"). This Schedule TO relates to the offer by Merger Sub to exchange a portion of a share of Exelixis common stock, par value \$0.001 per share, for each outstanding share of common stock, par value \$0.001 per share, of Genomica Corporation, a Delaware corporation ("Genomica"), other than those owned by Exelixis or its subsidiaries, based on the exchange ratio described in the Prospectus and the related Letter of Transmittal referenced below (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The Offer is made pursuant to an Agreement and Plan of Merger and Reorganization, dated as of November 19, 2001 by and among Exelixis, Merger Sub and Genomica. In connection with the Offer, Exelixis has filed a registration statement with the Securities and Exchange Commission on Form S-4, as amended, on December 11, 2001 (the "Registration Statement"). The terms and conditions of the Offer are set forth in the prospectus (the "Prospectus"), which is part of the Registration Statement and the related Letter of Transmittal, which are Exhibits (a)(1) and (a)(2) to this Schedule TO.

ITEMS 1 TO 11.

All of the information in the Prospectus and the related Letter of Transmittal, and any prospectus supplement or other amendment thereto related to the Offer hereafter filed with the Securities and Exchange Commission by Exelixis and Merger Sub, is hereby incorporated by reference in answer to Items 1 through 11 of this Schedule TO.

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

(a) (1) Prospectus dated December 11, 2001 (incorporated by reference from the Registration Statement, as amended, filed on December 11, 2001).

(h) (1) Tax opinion of Heller Ehrman White & McAuliffe LLP (incorporated by reference from the Registration Statement, as amended, filed

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on December 11, 2001).

- (h) (2) Tax opinion of Cooley Godward LLP (incorporated by reference from the Registration Statement, as amended, filed on December 11, 2001).

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2001

EXELIXIS, INC.

By: /S/ GEORGE A. SCANGOS

-----  
Name: George A. Scangos, Ph.D.  
Title: President and Chief Executive  
Officer

BLUEGREEN ACQUISITION SUB, INC.

By: /S/ GLEN Y. SATO

-----  
Name: Glen Y. Sato  
Title: Chief Financial Officer

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EXHIBIT INDEX

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NUMBER

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