

GENENTECH INC
Form 10-Q
April 26, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____ .

Commission file number: 1-9813

GENENTECH, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-2347624

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification Number)

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1 DNA Way, South San Francisco, California 94080-4990

(Address of principal executive offices and zip code)

(650) 225-1000

(Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No []

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <u>Class</u> | <u>Number of Shares Outstanding</u> |
|-------------------------------|---|
| Common Stock \$0.02 par value | 525,576,082 Outstanding at March 31, 2002 |

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In this report, "Genentech," "we," "us" and "our" refer to Genentech, Inc. "Common Stock" refers to Genentech's common stock, par value \$0.02 per share and "Special Common Stock" refers to Genentech's callable puttable common stock, par value \$0.02 per share.

We own or have rights to various copyrights, trademarks and trade names used in our business including the following: Actimmune® interferon gamma-1b; Activase® (alteplase, recombinant) tissue-plasminogen activator; Avastin™ (bevacizumab) anti-VEGF antibody; Cathflo™ (alteplase for catheter clearance); Herceptin® (trastuzumab) anti-HER2 antibody; Nutropin® (somatropin (rDNA origin) for injection) growth hormone; Nutropin AQ® (somatropin (rDNA origin) injection) liquid formulation growth hormone; Nutropin AQ Pen™ (pen injector for Nutropin AQ); Nutropin Depot® (somatropin (rDNA origin) for injectable suspension) encapsulated sustained-release growth hormone; Protropin® (somatrem for injection) growth hormone; Pulmozyme® (dornase alfa, recombinant) inhalation solution; TNKase™ (tenecteplase) single-bolus thrombolytic agent; and Xanelim™ (efalizumab) anti-CD11a antibody. Rituxan® (rituximab) anti-CD20 antibody is a registered trademark of IDEC Pharmaceuticals Corporation; Tarceva™ (erlotinib) is a trademark of OSI Pharmaceuticals, Inc.; Tracleer™ (bosentan) is trademark of Actelion Ltd; Xolair™ (omalizumab) anti-IgE antibody is a trademark of Novartis AG; and Veletri™ (tezosentan) is a trademark of Actelion Ltd. This report also includes other trademarks, service marks and trade names of other companies.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share amounts)
(unaudited)

Three Months
Ended March 31,

| | 2002 | 2001 |
|--|------------------|------------------|
| Revenues: | | |
| Product sales (including amounts from related party: 2002-\$21,347; 2001-\$22,037) | \$ 476,549 | \$ 391,904 |
| Royalties (including amounts from related party: 2002-\$25,850; 2001-\$23,619) | 81,843 | 74,631 |
| Contract and other (including amounts from related parties: 2002-\$3,811; 2001-\$2,199) | 26,765 | 38,483 |
| Interest income | 28,295 | 35,064 |
| Total revenues | 613,452 | 540,082 |
| Costs and expenses | | |
| Cost of sales (including amounts from related party: 2002-\$18,823; 2001-\$18,506) | 102,444 | 83,796 |
| Research and development (including contract related: 2002-\$4,450; 2001-\$2,948) | 146,691 | 136,340 |
| Marketing, general and administrative | 123,628 | 127,920 |
| Collaboration profit sharing | 72,077 | 46,373 |
| Recurring charges related to redemption | 38,928 | 81,516 |
| Interest expense | 753 | 1,491 |
| Total costs and expenses | 484,521 | 477,436 |
| Income before taxes and cumulative effect of accounting change | 128,931 | 62,646 |
| Income tax provision | 33,628 | 30,258 |
| Income before cumulative effect of accounting change | 95,303 | 32,388 |
| Cumulative effect of accounting change, net of tax | - | (5,638) |
| Net income | \$ 95,303 | \$ 26,750 |
| Earnings per share | | |
| Basic: | | |
| Earnings before cumulative effect of accounting change | \$ 0.18 | \$ 0.06 |
| Cumulative effect of accounting change, net of tax | - | (0.01) |
| Net earnings per share | \$ 0.18 | \$ 0.05 |
| Diluted: | | |
| Earnings before cumulative effect of accounting change | \$ 0.18 | \$ 0.06 |
| Cumulative effect of accounting change, net of tax | - | (0.01) |
| Net earnings per share | \$ 0.18 | \$ 0.05 |
| | 526,835 | 525,795 |

| | | |
|---|---------|---------|
| Weighted-average shares used to compute basic earnings per share: | | |
| Weighted-average shares used to compute diluted earnings per share: | 534,978 | 535,209 |

See Notes to Condensed Consolidated Financial Statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)
(unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|---------------|
| | 2002 | 2001 |
| Cash flows from operating activities: | | |
| Net income | \$ 95,303 | \$ 26,750 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 67,925 | 105,954 |
| Deferred income taxes | 416 | 34,526 |
| Gain on sales of securities available-for-sale | (25,664) | (22,245) |
| Loss on sales of securities available-for-sale | 2,602 | 909 |
| Write-down of securities available-for-sale | 8,207 | 19,850 |
| Loss on fixed asset dispositions | 4,596 | 747 |
| Changes in assets and liabilities: | | |
| Investments in trading securities | (60,466) | (69,631) |
| Receivables and other current assets | (33,787) | (10,546) |
| Inventories | (2,308) | (28,789) |
| Accounts payable, other current liabilities and other long-term liabilities | 9,784 | (25,484) |
| Net cash provided by operating activities | 66,608 | 32,041 |
| Cash flows from investing activities: | | |
| Purchases of securities available-for-sale | (345,306) | (270,086) |
| Proceeds from sales of securities available-for-sale | 356,517 | 277,157 |
| Purchases of nonmarketable equity securities | (1,250) | (5,550) |
| Capital expenditures | (72,078) | (36,324) |
| Change in other assets | (7,982) | (2,038) |

| | | |
|--|------------------|-------------------|
| Net cash used in investing activities | (70,099) | (36,841) |
| Cash flows from financing activities: | | |
| Stock issuances | 26,907 | 35,355 |
| Stock repurchases | (179,798) | - |
| Repayment of short-term debt | (149,692) | - |
| Net cash (used in) provided by financing activities | (302,583) | 35,355 |
| Net (decrease) increase in cash and cash equivalents | (306,074) | 30,555 |
| Cash and cash equivalents at beginning of period | 395,203 | 551,384 |
| Cash and cash equivalents at end of period | \$ 89,129 | \$ 581,939 |

See Notes to Condensed Consolidated Financial Statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

| | March 31, 2002 | December 31, 2001 |
|--|-------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 89,129 | \$ 395,203 |
| Short-term investments | 911,080 | 952,875 |
| Accounts receivable - net (including amounts from related parties: 2002-\$61,229; 2001-\$54,825) | 336,245 | 303,298 |
| Inventories | 359,254 | 356,946 |
| Prepaid expenses and other current assets | 197,098 | 201,030 |
| Total current assets | 1,892,806 | 2,209,352 |
| Long-term marketable securities | 1,452,582 | 1,468,450 |
| Property, plant and equipment (net of accumulated depreciation: 2002-\$661,457; 2001-\$636,227) | 907,813 | 865,668 |
| Goodwill (net of accumulated amortization: 2001-\$996,779) | 1,334,219 | 1,302,493 |
| Other intangible assets (net of accumulated amortization: 2002-\$1,451,854; 2001-\$1,459,285) | 1,042,405 | 1,113,299 |

| | | |
|--|-----------------------------|-----------------------------|
| Other long-term assets | 204,461 | 175,585 |
| | <u> </u> | <u> </u> |
| Total assets | \$ 6,834,286 | \$ 7,134,847 |
| | <u> </u> | <u> </u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 53,120 | \$ 33,348 |
| Short-term debt | - | 149,692 |
| Other accrued liabilities (including amounts to related parties: 2002-\$48,080; 2001-\$45,259) | 451,239 | 468,715 |
| | <u> </u> | <u> </u> |
| Total current liabilities | 504,359 | 651,755 |
| Deferred tax liabilities | 416,032 | 447,809 |
| Deferred revenue | 67,933 | 68,033 |
| Other long-term liabilities | 21,417 | 47,431 |
| | <u> </u> | <u> </u> |
| Total liabilities | 1,009,741 | 1,215,028 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Preferred stock | - | - |
| Common stock | 10,512 | 10,566 |
| Additional paid-in capital | 6,781,898 | 6,794,831 |
| Accumulated deficit, since June 30, 1999 | (1,234,238) | (1,197,300) |
| Accumulated other comprehensive income | 266,373 | 311,722 |
| | <u> </u> | <u> </u> |
| Total stockholders' equity | 5,824,545 | 5,919,819 |
| | <u> </u> | <u> </u> |
| Total liabilities and stockholders' equity | \$ 6,834,286 | \$ 7,134,847 |
| | <u> </u> | <u> </u> |

See Notes to Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting only of adjustments of a normal recurring nature) considered necessary for a fair presentation have been included. Operating results for the three month periods ended March 31, 2002 and 2001 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002. The condensed consolidated balance sheet as of December 31, 2001 has been derived from the audited financial statements as of that date. For further information, refer to the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2001.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Change in Accounting Principle

On January 1, 2001, we adopted Statement of Financial Accounting Standards (or FAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities" as amended by FAS 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities." FAS 133 requires us to recognize all derivatives on the balance sheet at fair value. Derivatives that are not designated as hedges must be adjusted to fair value through earnings. If the derivative is designated and qualifies as a hedge, depending on the nature of the hedge, changes in the fair value of the derivative are either offset against the change in fair value of assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. The adoption of FAS 133 resulted in a \$5.6 million charge, net of tax, (\$0.01 per share) as a cumulative effect of an accounting change and the recognition of \$6.0 million in gains, net of tax, (\$0.01 per share) during the three months ended March 31, 2001, related to the change in the time value of certain hedging instruments in the statement of operations, and an increase of \$5.0 million, net of tax, in other comprehensive income at March 31, 2001.

Recent Pronouncements

On January 1, 2002, we adopted FAS 141, "Business Combinations" and FAS 142, "Goodwill and Other Intangible Assets." FAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, and also specifies the criteria for the recognition of intangible assets separately from goodwill. Under the new rules, goodwill is no longer amortized but is subject to an impairment test at least annually. Separately identified and recognized intangible assets resulting from business combinations completed before July 1, 2001, that did not meet the new criteria for separate recognition of intangible assets were subsumed in goodwill upon adoption. FAS 141 specifically identified assembled workforce as an intangible asset that is not to be recognized apart from goodwill and it was subsumed into goodwill on January 1, 2002. Other intangible assets that meet the new criteria continue to be amortized over their useful lives.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

In accordance with FAS 141 and 142, we discontinued the amortization of goodwill and our trained and assembled workforce intangible asset, which resulted in an increase in reported net income by approximately \$39.4 million, net of tax, (or \$0.07 per share) in the first quarter ended March 31, 2002, as compared to the accounting prior to the adoption of FAS 141 and 142. We performed an impairment test of goodwill as of January 1, 2002, which did not result in an impairment charge at transition. We will continue to monitor the carrying value of our goodwill through the annual impairment tests. See also Note 4, "Goodwill and Other Acquisition-Related Intangible Assets."

A reconciliation of previously reported net income and earnings per share to the amounts adjusted for the exclusion of goodwill amortization and the amortization of our trained and assembled workforce intangible asset, net of the related income tax, follows (in millions, except per share amounts):

| | Three Months Ended March 31, | |
|--|---------------------------------|---------|
| | 2002 | 2001 |
| Reported net income | \$ 95.3 | \$ 26.8 |
| Add back: Goodwill amortization | - | 38.3 |
| Add back: Trained and assembled workforce amortization | - | 1.1 |
| Adjusted net income | \$ 95.3 | \$ 66.2 |
| Basic earnings per share: | | |
| Reported net income | \$ 0.18 | \$ 0.05 |
| Goodwill amortization | - | 0.07 |
| Trained and assembled workforce amortization | - | - |
| Adjusted net income | \$ 0.18 | \$ 0.12 |
| Diluted earnings per share: | | |
| Reported net income | \$ 0.18 | \$ 0.05 |
| Goodwill amortization | - | 0.07 |
| Trained and assembled workforce amortization | - | - |
| Adjusted net income | \$ 0.18 | \$ 0.12 |

We adopted FAS 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" on January 1, 2002. FAS 144 supersedes FAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." The primary objectives of FAS 144 are to develop one accounting model based on the framework

established in FAS 121 for long-lived assets to be disposed of by sale, and to address significant implementation issues. Our adoption of FAS 144 did not have a material impact on our financial position or results of operations.

Note 2. REDEMPTION OF OUR SPECIAL COMMON STOCK

On June 30, 1999, we redeemed all of our outstanding Special Common Stock held by stockholders other than Roche Holdings, Inc. (or Roche) with funds deposited by Roche for that purpose. This event, referred to as the "Redemption," caused Roche to own 100% of our common stock on that date. The Redemption was reflected as a purchase of a business which under U.S. generally accepted accounting principles, required push-down accounting to reflect in our financial statements the amount paid for our stock in excess of our net book value plus Roche's transaction costs at June 30, 1999. Roche purchased 60% in 1990 and 5% in 1991 through 1997 of our outstanding stock.

As a result of the Redemption and push-down accounting, we recorded goodwill amortization expense of \$38.3 million in the first quarter of 2001 and amortization expense related to other intangible assets of \$38.9 million in the first quarter of 2002, and \$41.1 million in the first quarter of 2001. We recorded \$2.1 million of compensation expense in the first quarter of 2001 related to alternative arrangements provided for certain holders of some of the unvested options that were cancelled as a result of the Redemption.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 3. RELATIONSHIP WITH ROCHE

Roche's Ability to Maintain Its Percentage Ownership Interest in Our Stock

We expect from time to time to issue additional shares of common stock in connection with our stock option and stock purchase plans, and we may issue additional shares for other purposes. Our affiliation agreement with Roche provides, among other things, that we will establish a stock repurchase program designed to maintain Roche's percentage ownership interest in our common stock. The affiliation agreement provides that we will repurchase a sufficient number of shares pursuant to this program such that, with respect to any issuance of common stock by Genentech in the future, the percentage of Genentech common stock owned by Roche immediately after such issuance will be no lower than Roche's lowest percentage ownership of Genentech common stock at any time after the offering of common stock occurring in July 1999 and prior to the time of such issuance, except that Genentech may issue shares up to an amount that would cause Roche's lowest percentage ownership to be no more than 2% below the "Minimum Percentage." The Minimum Percentage equals the lowest number of shares of Genentech common stock owned by Roche since the July 1999 offering (to be adjusted in the future for dispositions of shares of Genentech common stock by Roche as well as for stock splits or stock combinations) divided by 509,194,352 (to be adjusted in the future for stock splits or stock combinations), which is the number of shares of Genentech common stock outstanding at the time of the July 1999 offering, as adjusted for the two-for-one splits of Genentech common stock in November 1999 and October 2000. As long as Roche's percentage ownership is greater than 50%, prior to issuing any shares, the affiliation agreement provides that we will repurchase a sufficient number of shares of our common stock such that, immediately after our issuance of shares, Roche's percentage ownership will be greater than 50%. The affiliation agreement also

provides that, upon Roche's request, we will repurchase shares of our common stock to increase Roche's ownership to the Minimum Percentage. In addition, Roche will have a continuing option to buy stock from us at prevailing market prices to maintain its percentage ownership interest. On March 31, 2002, Roche's percentage ownership of our common stock was 58.3%.

Note 4. GOODWILL AND OTHER ACQUISITION-RELATED INTANGIBLE ASSETS

Changes in the carrying amount of goodwill for the quarter ended March 31, 2002, are as follows (in millions):

| | |
|--|-------------------|
| Balance as of December 31, 2001 | \$ 1,302.5 |
| Reclassification of intangible asset - Trained and assembled workforce into goodwill | 31.7 |
| | <u> </u> |
| Balance as of March 31, 2002 | <u>\$ 1,334.2</u> |

We performed an impairment test of goodwill as of January 1, 2002. No impairment charge was necessary.

The components of our other acquisition-related intangible assets at March 31, 2002, are as follows (in millions):

| | Gross Carrying Amount | Accumulated Amortization | Net |
|-------------------------------|--------------------------|-----------------------------|-------------------|
| | <u> </u> | <u> </u> | <u> </u> |
| Developed product technology | \$ 1,194.1 | \$ (630.8) | \$ 563.3 |
| Core technology | 443.5 | (291.5) | 152.0 |
| Developed license technology | 467.5 | (372.2) | 95.3 |
| Tradenames | 144.0 | (48.3) | 95.7 |
| Key distributor relationships | 80.0 | (46.9) | 33.1 |
| | <u> </u> | <u> </u> | <u> </u> |
| Total | <u>\$ 2,329.1</u> | <u>\$ (1,389.7)</u> | <u>\$ 939.4</u> |

Amortization expense of our other acquisition-related intangible assets for the first quarter of 2002 was \$38.9 million and for the first quarter of 2001 was \$41.1 million.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The expected future annual amortization expense of our other acquisition-related intangible assets is as follows (in millions):

| For the Year Ended December 31, | Amortization Expense |
|--|-------------------------|
| 2002 | \$ 155.7 |
| 2003 | 154.3 |
| 2004 | 145.5 |
| 2005 | 122.8 |
| 2006 | 104.9 |
| 2007 | 104.0 |
| Thereafter | 191.1 |
| <hr/> | |
| Total expected future annual amortization | \$ 978.3 |

Note 5. DERIVATIVE FINANCIAL INSTRUMENTS

Foreign Currency Instruments

To protect against currency exchange risks on forecasted foreign currency cash flows from royalties to be received from licensees' foreign product sales over the next one to three years and expenses related to our foreign facility and our collaboration development expenses denominated in foreign currencies, we have instituted a foreign currency cash flow hedging program. We hedge portions of our forecasted foreign currency revenues with option contracts and we hedge our foreign currency expenses from our foreign facility with forward contracts. When the dollar strengthens significantly against the foreign currencies, the decline in value of future foreign currency revenues or expenses is offset by gains or losses, respectively, in the value of the option or forward contracts designated as hedges. Conversely, when the dollar weakens, the increase in the value of future foreign currency expenses is offset by gains in the value of the forward contracts. In accordance with FAS 133, hedges related to anticipated transactions are designated and documented at the hedge's inception as cash flow hedges and evaluated for hedge effectiveness at least quarterly. Gains and losses related to option and forward contracts that hedge future cash flows are recorded against the hedged revenues or expenses in the statement of operations. During the first quarters of 2002 and 2001, the ineffective portion of our foreign currency hedging instruments were not material.

Interest Rate Swaps

We enter into interest-rate swap agreements to limit our exposure to fluctuations in U.S. interest rates. Our material interest bearing assets, or interest-bearing portfolio, consisted of cash, cash equivalents, restricted cash, short-term investments, convertible preferred stock investments, convertible loans and long-term investments as of March 31, 2002 and December 31, 2001. Our interest-rate swap agreements effectively convert a portion of our short-term investments in our interest-bearing portfolio to a fixed-rate basis over the next two years, thus reducing the impact of interest rate changes on future interest income. As of March 31, 2002, \$100.0 million in interest rate swap agreements were designated as cash flow hedges and the future interest receipt on approximately \$100.0 million of our interest-bearing portfolio was designated as the hedged transaction. In the first quarter of 2002, we recognized gains of \$6.0 million in earnings related to the early termination of certain of our swap agreements. We had no such gains in the first quarter of 2001.

Equity Instruments

Our marketable equity securities portfolio consists primarily of investments in biotechnology companies whose risk of market fluctuations is greater than the stock market in general. To manage a portion of this risk, we enter into derivative instruments such as zero-cost collar instruments and equity forward contracts to hedge equity securities against changes in market value. During 2001, we entered into zero-cost collars that expire in 2005 through 2007. We anticipate that these collars will be physically settled. A zero-cost collar is a purchased put option and a written call option on a specific equity security such that the cost of the purchased put and the proceeds of the written call offset each other; therefore, there is no initial cost or cash outflow for these instruments at the time of purchase. The purchased put protects us from a decline in the market value of the security below a certain minimum level (the put

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

"strike" level), while the call effectively limits our potential to benefit from an increase in the market value of the security above a certain maximum level (the call "strike" level). At March 31, 2002, our zero-cost collars were designated and qualify as cash flow hedges.

As part of our fair value hedging strategy, we have also entered into equity forwards that mature in 2002 through 2004. An equity forward is a derivative instrument where we pay the counterparty the total return of the security above the current spot price and receive interest income on the notional amount for the term of the equity forward. A forward contract is a derivative instrument where we lock-in the termination price we receive from the sale of stock based on a pre-determined spot price. The forward contract protects us from a decline in the market value of the security below the spot price and limits our potential benefit from an increase in the market value of the security above the spot price. Throughout the life of the contract, we receive interest income based on the notional amount and a floating-rate index.

We record gains in contract and other revenues, and losses in marketing, general and administrative expenses in the statement of operations. In the first quarter of 2002, we recognized gains of \$17.1 million from the early termination of certain equity forwards and the disposition of the underlying equity securities. In the first quarter of 2001, we recognized a net gain of \$10.0 million related to certain hedging instruments.

At March 31, 2002, net gains on derivative instruments expected to be reclassified from accumulated other comprehensive income to earnings during the next twelve months due to the receipt of the related net revenues denominated in foreign currencies are not material.

Derivative Activity in Accumulated Other Comprehensive Income

The following table summarizes activity in other comprehensive income related to derivatives, net of taxes, held during the first quarter of 2002 and 2001 (in thousands):

| Three Months Ended March 31, | |
|---------------------------------|------|
| 2002 | 2001 |
| | |

| | | |
|--|------------|----------|
| Cumulative effect of adopting FAS 133 | \$ - | \$ 5,020 |
| Changes in fair value of derivatives | (4,458) | 3,689 |
| Gains reclassified from other comprehensive income | - | (841) |
| Accumulated derivative gains/(losses) | \$ (4,458) | \$ 7,868 |

Note 6. COMPREHENSIVE INCOME

Comprehensive income is comprised of net income and other comprehensive income. Other comprehensive income includes certain changes in stockholders' equity that are excluded from net income. Other comprehensive income includes changes in fair value of derivatives designated as and effective as cash flow hedges and unrealized gains and losses on our available-for-sale securities. Comprehensive income and its components for the quarter ended March 31, 2002 and 2001 are as follows (in thousands):

| | Three Months Ended March 31, | |
|---|---------------------------------|------------|
| | 2002 | 2001 |
| Net income | \$ 95,303 | \$ 26,750 |
| Changes in unrealized loss on securities available-for-sale, net of tax | (40,891) | (68,334) |
| Changes in fair value of derivatives, net of tax | (4,458) | 7,868 |
| Comprehensive income (loss) | \$ 49,954 | \$(33,716) |

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The components of accumulated other comprehensive income, net of taxes, are as follows (in thousands):

| | March 31, 2002 | December 31, 2001 |
|---|----------------|-------------------|
| Unrealized gains on securities available-for-sale | \$ 262,986 | \$ 303,877 |
| Unrealized gains on derivatives | 3,387 | 7,845 |

| | | |
|--|------------|------------|
| Accumulated other comprehensive income | \$ 266,373 | \$ 311,722 |
|--|------------|------------|

Note 7. EARNINGS PER SHARE

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share (EPS) computations for the quarters ended March 31, 2002 and 2001 (in thousands):

| | Three Months Ended March 31, | |
|--|---------------------------------|-----------|
| | 2002 | 2001 |
| Numerator: | | |
| Net income - numerator for basic and diluted earnings per share | \$ 95,303 | \$ 26,750 |
| Denominator: | | |
| Denominator for basic earnings per share - weighted-average shares | 526,835 | 525,795 |
| Effect of dilutive securities: | | |
| Stock options | 8,143 | 9,414 |
| Denominator for diluted earnings per share - adjusted weighted-average shares and dilutive stock options | 534,978 | 535,209 |

Options to purchase 9,542,574 shares of common stock between \$50.55 and \$95.66 per share were outstanding in the three-month period ended March 31, 2002, but were not included in the computation of diluted EPS because the options were anti-dilutive.

Note 8. LEGAL PROCEEDINGS

We are a party to various legal proceedings, including patent infringement litigation relating to our antibody products, and one of our thrombolytic products, and licensing and contract disputes, and other matters.

On May 28, 1999, GlaxoSmithKline plc (or Glaxo) filed a patent infringement lawsuit against us in the U.S. District Court in Delaware. The suit asserted that we infringe four U.S. patents owned by Glaxo. Two of the patents relate to the use of specific kinds of antibodies for the treatment of human disease, including cancer. The other two patents asserted against us relate to preparations of specific kinds of antibodies which are made more stable and the methods by which such preparations are made. After a trial, the jury hearing the lawsuit unanimously found that our Herceptin and Rituxan antibody products do not infringe the patents and therefore that Genentech is not required to pay royalties to Glaxo. The jury also unanimously found that all of the patent claims that Glaxo asserted against Genentech were invalid. Glaxo filed a notice of appeal of the jury's verdict with the U.S. Court of Appeals for the Federal Circuit. The oral argument of the appeal took place on February 6, 2002. Proceedings in connection with Genentech's claim against Glaxo for inequitable conduct and other related issues are still pending before the district court.

On September 14, 2000, Glaxo filed another patent infringement lawsuit against us in the U.S. District Court in Delaware, alleging that we are infringing U.S. Patent No. 5,633,162 owned by Glaxo. The patent relates to specific methods for culturing Chinese Hamster Ovary cells. The complaint fails to specify which of our products or methods of manufacture are allegedly infringing that patent. However, the complaint makes a general reference to Genentech's making, using, and selling "monoclonal antibodies," and so we believe that the suit relates to our Herceptin and Rituxan antibody products. We have filed our answer to Glaxo's complaint, and in our answer we also

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

stated counterclaims against Glaxo. The trial of this suit has been rescheduled to begin on April 14, 2003. This lawsuit is separate from and in addition to the Glaxo suit mentioned above.

We and the City of Hope Medical Center are parties to a 1976 agreement relating to work conducted by two City of Hope 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, Genentech has entered into license agreements with various companies to make, use and sell the products covered by the Riggs/Itakura Patents. On August 13, 1999 the City of Hope filed a complaint against us in the Superior Court in Los Angeles County, California, alleging that we owe royalties to the City of Hope in connection with these license agreements, as well as product license agreements that involve the grant of licenses under the Riggs/Itakura Patents. The complaint states claims for declaratory relief, breach of contract, breach of implied covenant of good faith and fair dealing, and breach of fiduciary duty. On December 15, 1999, we filed our answer to the City of Hope's complaint. The trial of this suit began on August 28, 2001, in which City of Hope was seeking compensatory damages in the amount of approximately \$445.0 million (including interest) and special damages. On October 24, 2001, the jury hearing the lawsuit announced that it was unable to reach a verdict and on that basis the Court declared a mistrial. City of Hope requested a retrial, jury selection for the retrial began on March 11, 2002, and the retrial is currently ongoing. City of Hope is seeking compensatory damages in the amount of approximately \$490.0 million (including interest) and special damages.

On June 7, 2000, Chiron Corporation filed a patent infringement suit against us in the U.S. District Court in the Eastern District of California (Sacramento), alleging that the manufacture, use, sale and offer for sale of our Herceptin antibody product infringes Chiron's U.S. Patent No. 6,054,561. This patent relates to certain antibodies that bind to breast cancer cells and/or other cells. Chiron is seeking compensatory damages for the alleged infringement, special damages, and attorneys fees and costs. We have filed our answer to Chiron's complaint, and in our answer we also stated counterclaims against Chiron. The trial of this suit has been rescheduled to begin on August 6, 2002.

On March 13, 2001, Chiron filed another patent infringement lawsuit against us in the U.S. District Court in the Eastern District of California, alleging that the manufacture, use, sale, and/or offer for sale of our Herceptin antibody product infringes Chiron's U.S. Patent No. 4,753,894. Chiron is seeking compensatory damages for the alleged infringement, special damages, and attorneys fees and costs. Genentech filed a motion to dismiss this second lawsuit, which was denied. The judge has scheduled the trial of this suit to begin on March 24, 2003. This lawsuit is separate from and in addition to the Chiron suit mentioned above.

We and Pharmacia AB are parties to a 1978 agreement relating to Genentech's development of recombinant human growth hormone products, under which Pharmacia is obligated to pay Genentech royalties on sales of Pharmacia's growth hormone products throughout the world. Pharmacia filed a Request for Arbitration with the International Chamber of Commerce (or ICC) to resolve several disputed issues between Genentech and Pharmacia under the 1978 agreement. One of the claims made by Pharmacia is for a refund of some of the royalties previously paid to Genentech for sales of Pharmacia's growth hormone products in certain countries. On February 14, 2002, the ICC issued a decision in Genentech's favor on that claim, ruling that no refund of royalties is due to Pharmacia.

On March 13, 2001, Genentech filed a complaint in the United States District Court in Delaware against Genzyme Corporation seeking a declaratory judgment that Genentech does not infringe Genzyme's U.S. Patent No. 5,344,773 and that Genentech has not breached a 1992 Patent License and Interference Settlement Agreement between Genentech and Genzyme relating to that patent. Genentech is seeking a declaration that Genzyme's patent is not infringed by any Genentech product, that the patent is invalid, that Genzyme be enjoined from further legal action against Genentech regarding the patent, and that Genentech has not breached the 1992 Agreement. Genzyme has filed its answer to our complaint.

On or about April 6, 2001, Genzyme filed a complaint in the same court against Genentech alleging that our TNKase product infringes the Genzyme patent and that Genentech is in breach of the 1992 Agreement referred to above. Genzyme's complaint also alleges willful infringement and reckless breach of contract by Genentech. Genzyme is seeking to enjoin Genentech from infringing the patent, and is also seeking compensatory damages for the alleged

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

infringement and breach of contract, special damages, and attorneys fees and costs. We have filed our answer to Genzyme's complaint. The court has consolidated this lawsuit and the declaratory judgement lawsuit referred to above for further proceedings. The trial of this consolidated lawsuit is scheduled to begin on January 21, 2003.

On November 15, 2001, a shareholder of XOMA Ltd. filed a class action lawsuit against XOMA, Genentech, and certain officers of each of the two companies in the United States District Court for the Northern District of California. The complaint was filed on behalf of all persons who purchased XOMA common stock during the period May 24, 2001 through October 4, 2001. The complaint alleged that XOMA and Genentech made misleading statements and failed to disclose material facts about the timing of the filing of a U.S. Food and Drug Administration application for Xanelim, the potential psoriasis drug that XOMA is co-developing with Genentech. The plaintiffs sought to recover unspecified damages suffered as a result of the alleged federal securities law violations. On March 11, 2002, plaintiffs' counsel filed with the Court a Stipulation and Proposed Order of Voluntary Dismissal, and on March 13, 2002, the Court entered an order dismissing the lawsuit without prejudice.

Based upon the nature of the claims made and the information available to date to us and our counsel through investigations and otherwise, we believe the outcome of these actions is not likely to have a material adverse effect on our financial position, result of operations or cash flows. However, were an unfavorable ruling to occur in any quarterly period, there exists the possibility of a material impact on the operating results of that period.

Note 9. INVENTORIES

In anticipation of the launch of Xolair, we have produced approximately \$74.7 million of inventory, of which \$42.1 million has been paid by our collaborator, Novartis Pharmaceuticals Corporation, or covered by inventory provisions. In anticipation of the launch of Xanelim, we have produced approximately \$7.8 million of inventory, net of inventory provisions. Due to the launch delays of Xolair and Xanelim, we will continually assess the realizability of our Xolair and Xanelim inventories based on expected U.S. Food and Drug Administration (or FDA) approval dates and forecasted sales.

| | March 31, 2002 | December 31, 2001 |
|----------------------------|-----------------------------|-----------------------------|
| Raw materials and supplies | \$ 23,196 | \$ 23,633 |
| Work in process | 293,685 | 299,717 |
| Finished goods | 42,373 | 33,596 |
| | <u> </u> | <u> </u> |
| Total | \$359,254 | \$356,946 |
| | <u> </u> | <u> </u> |

Note 10. CAPITAL STOCK

Stock Repurchase Program

On October 31, 2001, our Board of Directors authorized a stock repurchase program to repurchase up to \$625.0 million of our common stock over the following 12 months. Purchases may be made in the open market or in privately negotiated transactions from time to time at management's discretion. We may also engage in transactions in other Genentech securities in conjunction with the repurchase program, including derivative securities. We also entered into a 10b5-1 insider trading plan to repurchase shares in the open market during those periods each quarter when trading in our stock by insiders is restricted under our insider trading policy. Under the program approved by our Board of Directors, we repurchased approximately 3.7 million shares of our common stock at a cost of approximately \$179.9 million during the three-month period ended March 31, 2002. Of those shares repurchased, approximately 0.3 million were repurchased under our 10b5-1 insider trading plan.

The par value method of accounting is used for common stock repurchases. The excess of the cost of shares acquired over the par value is allocated to additional paid-in capital with the amounts in excess of initial value charged to retained earnings/accumulated deficit.

Note 11. TAXES

The tax provision of \$33.6 million for the first quarter of 2002 increased over the tax provision of \$30.3 million for the first quarter of 2001 primarily due to increased pretax income, decreased charges related to the Redemption and decreased R&D tax credits, partially offset by a \$10.0 million favorable change in estimate related to prior years items.

Our effective tax rates were approximately 26% for the first quarter of 2002 and 48% for the first quarter of 2001. The decrease reflects the elimination of the amortization of goodwill pursuant to the adoption of FAS 141 and 142 and a change in estimates of prior years items.

Note 12. SUBSEQUENT EVENT

Under our stock repurchase program approved by our Board of Directors on October 31, 2001, we have repurchased approximately 5.3 million shares of our common stock at a cost of approximately \$211.2 million since March 31, 2002. Of those shares repurchased, approximately 0.3 million were repurchased under our 10b5-1 insider trading plan. For more information on our stock repurchase program, see the "Capital Stock" note above.

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

The Board of Directors and Stockholders of Genentech, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Genentech, Inc. as of March 31, 2002, and the related condensed consolidated statements of income for the three-month periods ended March 31, 2002 and 2001 and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2002 and 2001. These financial statements are the responsibility of Genentech's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of Genentech, Inc. as of December 31, 2001, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein) and in our report dated January 15, 2002 (except for the note titled Subsequent Event, as to which the date is February 26, 2002), we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2001, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ ERNST & YOUNG LLP

Palo Alto, California
April 8, 2002, except for Note 12,
as to which the date
is April 24, 2002

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

GENENTECH, INC. FINANCIAL REVIEW

Overview

Genentech is a leading biotechnology company using human genetic information to discover, develop, manufacture and market human pharmaceuticals that address significant unmet medical needs. Fifteen of the approved products of biotechnology stem from or are based on our science. We manufacture and market ten protein-based pharmaceuticals listed below and license several additional products to other companies.

- Herceptin (trastuzumab) antibody for the treatment of certain patients with metastatic breast cancer whose tumors overexpress the Human Epidermal growth factor Receptor type 2, or HER2, protein;
- Rituxan (rituximab) antibody which we market together with IDEC Pharmaceuticals Corporation (or IDEC) for the treatment of patients with relapsed or refractory low-grade or follicular, CD20-positive B-cell non-Hodgkin's lymphoma;
- TNKase (tenecteplase) single-bolus thrombolytic agent for the treatment of acute myocardial infarction (heart attack);
- Activase (alteplase, recombinant) tissue plasminogen activator (or t-PA) for the treatment of acute myocardial infarction, acute ischemic stroke (brain attack) within three hours of the onset of symptoms and acute massive pulmonary embolism (blood clots in the lungs);
- Cathflo Activase (alteplase, recombinant) tissue plasminogen activator approved for the restoration of function to central venous access devices that have become occluded due to a blood clot;

- Nutropin Depot [somatotropin (rDNA origin) for injectable suspension] long-acting growth hormone for the treatment of growth failure associated with pediatric growth hormone deficiency;
- Nutropin AQ [somatotropin (rDNA origin) for injection] liquid formulation growth hormone for the same indications as Nutropin;
- Nutropin [somatotropin (rDNA origin) for injection] human growth hormone for the treatment of growth hormone deficiency in children and adults, growth failure associated with chronic renal insufficiency prior to kidney transplantation and short stature associated with Turner syndrome;
- Protropin (somatrem for injection) growth hormone for the treatment of inadequate endogenous growth hormone secretion, or growth hormone deficiency, in children; and
- Pulmozyme (dornase alfa, recombinant) inhalation solution for the treatment of cystic fibrosis.

We receive royalties on sales of rituximab, Pulmozyme and Herceptin outside of the United States and on sales of human growth hormone, Rituxan, Pulmozyme, Activase and TNKase in Canada from Hoffmann-La Roche. We receive royalties from third parties on sales of growth hormone products within the United States and outside of the United States, on sales of t-PA outside of the United States and Canada, and on sales of tenecteplase outside of the United States, Canada and Japan. We also receive worldwide royalties on additional licensed products that are marketed by other companies. A number of these products originated from our technology.

Redemption of Our Special Common Stock

On June 30, 1999, we redeemed all of our outstanding Special Common Stock held by stockholders other than Roche Holdings, Inc. (or Roche) at a price of \$20.63 per share in cash with funds deposited by Roche for that purpose. We refer to this event as the "Redemption." As a result, on that date, Roche's percentage ownership of our outstanding Common Stock increased from 65% to 100%. Consequently, under U.S. generally accepted accounting principles, we were required to use push-down accounting to reflect in our financial statements the amounts paid for our stock in excess of our net book value. Push-down accounting required us to record \$1,685.7 million of goodwill and \$1,499.0 million of other intangible assets onto our balance sheet on June 30, 1999. See also below in the "Recurring Charges Related to Redemption" section of Results of Operations and Note 2, "Redemption of Our Special Common Stock," in the Notes to Condensed Consolidated Financial Statements.

Roche's Ability to Maintain Its Percentage Ownership Interest in Our Stock

We expect from time to time to issue additional shares of common stock in connection with our stock option and stock purchase plans, and we may issue additional shares for other purposes. Our affiliation agreement with Roche provides, among other things, that we establish a stock repurchase program designed to maintain Roche's percentage ownership interest in our common stock. The affiliation agreement provides that we will repurchase a sufficient number of shares pursuant to this program such that, with respect to any issuance of common stock by Genentech in the future, the percentage of Genentech common stock owned by Roche immediately after such issuance will be no lower than Roche's lowest percentage ownership of Genentech common stock at any time after the offering of common stock occurring in July 1999 and prior to the time of such issuance, except that Genentech may issue shares up to an amount

that would cause Roche's lowest percentage ownership to be no more than 2% below the "Minimum Percentage." The Minimum Percentage equals the lowest number of shares of Genentech common stock owned by Roche since the July 1999 offering (to be adjusted in the future for dispositions of shares of Genentech common stock by Roche as well as for stock splits or stock combinations) divided by 509,194,352 (to be adjusted in the future for stock splits or stock combinations), which is the number of shares of Genentech common stock outstanding at the time of the July 1999 offering, as adjusted for the two-for-one splits of Genentech common stock in November 1999 and October 2000. As long as Roche's percentage ownership is greater than 50%, prior to issuing any shares, the affiliation agreement provides that we will repurchase a sufficient number of shares of our common stock such that, immediately after our issuance of shares, Roche's percentage ownership will be greater than 50%. The affiliation agreement also provides that, upon Roche's request, we will repurchase shares of our common stock to increase Roche's ownership to the Minimum Percentage. In addition, Roche will have a continuing option to buy stock from us at prevailing market prices to maintain its percentage ownership interest. On March 31, 2002, Roche's percentage ownership of our common stock was 58.3%.

CRITICAL ACCOUNTING POLICIES AND THE USE OF ESTIMATES

The preparation of our financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Actual results could differ materially from those estimates. The items in our financial statements requiring significant estimates and judgements are as follows:

- Our inventories are stated at the lower of cost or market. Cost is determined using a weighted-average approach which approximates the first-in first-out method. If the cost of the inventories exceeds their expected market value, provisions are recorded currently for the difference between the cost and the market value. These provisions are determined based on significant estimates. Inventories consist of currently marketed products and pre-launch product candidates, which we expect to commercialize in the near term.
- Nonmarketable equity securities and convertible debt are carried at cost. We periodically monitor the liquidity progress and financing activities of these entities to determine if impairment write downs are required.

- We lease various real properties under operating leases that generally require us to pay taxes, insurance, maintenance and minimum lease payments. Five of our operating leases are commonly referred to as "synthetic leases." A synthetic lease is a form of off-balance sheet financing under which an unrelated third party funds 100% of the costs for the acquisition and/or construction of the property and leases the asset to a lessee, and at least 3% of the third party funds represent at risk equity. Our synthetic leases are treated as operating leases for accounting purposes and financing leases for tax purposes. We periodically review the fair values of the properties leased in order to determine potential accounting ramifications. Adverse changes in the fair value of the properties leased, changes in the equity participation of the third parties, or potential new accounting pronouncements could affect the classification of these leases from operating to financing.
- We are currently involved in certain legal proceedings as discussed in Note 8, "Legal Proceedings" in the Notes to Condensed Consolidated Financial Statements. We do not believe these legal proceedings will have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, were an unfavorable ruling to occur in any quarterly period, there exists the possibility of a material impact on

the operating results of that period.

- We recognize revenue from product sales when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable, and collectibility is reasonably assured. Allowances are established for estimated uncollectible amounts, product returns and discounts.
- We receive royalties from licensees, which are based on third party sales of licensed products or technologies. Royalties are recorded as earned in accordance with the contract terms when third party results are reliably measured and collectibility is reasonably assured. Royalty estimates are made in advance of amounts collected using historical and forecasted trends.
- Contract revenue for research and development (or R&D) is recorded as earned based on the performance requirements of the contract. Non-refundable contract fees for which no further performance obligations exist, and there is no continuing involvement by Genentech, are recognized on the earlier of when the payments are received or when collection is assured.

Revenue from non-refundable upfront license fees and certain guaranteed payments where we continue involvement through development collaboration or an obligation to supply product is recognized ratably over the development period when, at the execution of the agreement, the development period involves significant risk due to the incomplete stage of the product's development, or over the period of the manufacturing obligation, when, at the execution of the agreement, the product is approved for marketing, or nearly approvable, and development risk has been substantially eliminated. Deferred revenues related to manufacturing obligations are recognized on a straight-line basis over the longer of the contractual term of the manufacturing obligation or the expected period over which we will supply the product.

Revenue associated with performance milestones is recognized based upon the achievement of the milestones, as defined in the respective agreements. Revenue under R&D cost reimbursement contracts is recognized as the related costs are incurred.

Advance payments received in excess of amounts earned are classified as deferred revenue until earned.

- Research and development (or R&D) expenses include related salaries, contractor fees, building costs, utilities, administrative expenses and allocations of corporate costs. R&D expenses consist of independent R&D costs and costs associated with collaborative R&D and in-licensing arrangements. In addition, we fund R&D at other companies and research institutions under agreements, which are generally cancelable. R&D expenses also include activities such as product registries and investigator sponsored trials. All such costs are charged to R&D expense as incurred.

RESULTS OF OPERATIONS

(dollars in millions, except per share amounts)

| REVENUES | Three Months Ended March 31, | | % Change |
|----------|---------------------------------|----------|----------|
| | 2002 | 2001 | |
| Revenues | \$ 613.4 | \$ 540.1 | 14% |

Revenues increased 14% in the first quarter of 2002 from the comparable period in 2001 primarily as a result of higher product sales and royalty income. These increases were partially offset by lower contract and other revenues and interest income. These revenue changes are further discussed in detail below.

| PRODUCT SALES | Three Months Ended March 31, | | % Change |
|----------------------------------|---------------------------------|----------|----------|
| | 2002 | 2001 | |
| Herceptin | \$ 86.8 | \$ 81.4 | 7 % |
| Rituxan | 247.5 | 172.1 | 44 |
| Activase/TNKase/Cathflo Activase | 42.8 | 52.1 | (18) |
| Growth Hormone | 67.7 | 55.5 | 22 |
| Pulmozyme | 31.7 | 29.9 | 6 |
| Actimmune | - | 0.9 | (100) |
| Total product sales | \$ 476.5 | \$ 391.9 | 22 % |

Total Product Sales

Total product sales increased 22% in the first quarter of 2002 from the comparable period in 2001 primarily as a result of higher sales of Rituxan, growth hormone products, Herceptin and Pulmozyme, offset in part by lower sales of our thrombolytic products.

Herceptin

Net sales of Herceptin increased 7% in the first quarter of 2002 from the comparable period in 2001. An increase in first-line use in the metastatic breast cancer market and, to a lesser extent, a price increase have contributed to the positive sales trend.

Rituxan

Net sales of Rituxan increased 44% in the first quarter of 2002 from the comparable period in 2001. This increase was primarily due to increased use of the product for the treatment of B-cell non-Hodgkin's lymphoma and, to a lesser extent, a price increase. The increase is also attributable to use of the product for the treatment of aggressive non-Hodgkin's lymphoma and chronic lymphocytic leukemia although there are currently no approved label indications for these uses. The increased use of the product for the treatment of aggressive non-Hodgkin's lymphoma reflects the adoption of the Groupe d'Etude des Lymphomes de l'Adulte (or GELA) study reporting on the benefits of using Rituxan, combined with standard chemotherapy, for treating aggressive non-Hodgkin's lymphoma.

Activase/TNKase/Cathflo

Combined net sales of our three thrombolytic products, Activase, TNKase and Cathflo Activase, decreased 18% in the first quarter of 2002 from the comparable period in 2001. This decrease was attributable to the decline in the overall size of the thrombolytic market as a result of increasing use of mechanical reperfusion as well as early intervention with other therapies in the treatment of acute myocardial infarction and preventative therapies. Our sales were also impacted by continued competition from Centocor, Inc.'s Retavase® (reteplase) and aggressive price discounting. The decrease from the first quarter of 2001 was offset in part by \$3.5 million of new sales of Cathflo Activase in the first quarter of 2002. Cathflo Activase received U.S. Food and Drug Administration (or FDA) approval in early September 2001 and was launched in late September 2001.

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Growth Hormone

Net sales of our four growth hormone products, Nutropin Depot, Nutropin AQ, Nutropin and Protropin, increased 22% in the first quarter of 2002 from the comparable period in 2001. This net sales growth is primarily attributable to continued strong demand for the products and, to a lesser extent, a price increase. The continued strong demand reflects our focus on new patient starts, higher dosing during puberty and an incremental increase in the length of therapy.

Pulmozyme

Net sales of Pulmozyme increased 6% in the first quarter of 2002 from the comparable period in 2001. The increase primarily reflects an increased focus on aggressive treatment of cystic fibrosis early in the course of the disease and, to a lesser extent, a price increase.

Actimmune

Net sales of Actimmune were \$0.9 million in the first quarter of 2001. In the second quarter of 1998, in return for a royalty on net sales, we licensed U.S. marketing and development rights to interferon gamma, including Actimmune, to Connetics Corporation. Thereafter, Connetics sublicensed all of its rights to InterMune Pharmaceuticals, Inc. (or InterMune). As of January 1999, we no longer sold Actimmune directly in the U.S. We agreed to sell packaged drug product to InterMune at cost plus a mark-up through December 31, 2001. As of January 1, 2002, we no longer manufacture or sell Actimmune.

| ROYALTIES, CONTRACT AND OTHER, AND INTEREST INCOME | Three Months Ended March 31, | | % Change |
|---|---------------------------------|---------|----------|
| | 2002 | 2001 | |
| Royalties | \$ 81.8 | \$ 74.6 | 10 % |
| Contract and other | 26.8 | 38.5 | (30) |
| Interest income | 28.3 | 35.1 | (19) |

Royalties

Royalty income increased 10% in the first quarter of 2002 from the comparable period in 2001. The increase in royalty income was primarily due to new royalties earned under a patent that was recently issued to Genentech and our collaborator relating to methods used to make antibodies by recombinant DNA technology, and higher royalties from Roche.

Contract and Other Revenues

Contract and other revenues decreased 30% in the first quarter of 2002 from the comparable period in 2001. The decrease in the quarter was primarily due to the recognition of \$10.0 million in gains related to certain hedging instruments in the first quarter of 2001 due to the adoption of Statement of Financial Accounting Standards No. 133 (FAS 133), "Accounting for Derivative Instruments and Hedging Activities." (See below in the "Change in Accounting Principle" section and in Note 1, "Summary of Significant Accounting Policies," of the Notes to Condensed Consolidated Financial Statements.) In addition, the decrease in the quarter reflects lower gains from the sale of biotechnology equity securities.

Interest Income

Interest income decreased 19% in the first quarter of 2002 from the comparable period in 2001. The decrease was due to lower portfolio yields, offset in part by a higher average portfolio balance.

| COSTS AND EXPENSES | Three Months Ended March 31, | | % Change |
|---|---------------------------------|-----------------|------------|
| | 2002 | 2001 | |
| Cost of sales | \$ 102.4 | \$ 83.8 | 22 % |
| Research and development | 146.7 | 136.3 | 8 |
| Marketing, general and administrative | 123.6 | 127.9 | (3) |
| Collaboration profit sharing | 72.1 | 46.4 | 55 |
| Recurring charges related to redemption | 38.9 | 81.5 | (52) |
| Interest expense | 0.8 | 1.5 | (47) |
| Total costs and expenses | \$ 484.5 | \$ 477.4 | 1 % |

Cost of Sales

Cost of sales in the first quarter of 2002 increased to \$102.4 million compared to \$83.8 million in the first quarter of 2001. Cost of sales as a percent of product sales was 21%, which was comparable to the first quarter of 2001. The increase in cost of sales was primarily due to increased product sales and, to a lesser extent, an increase in royalty costs related to a \$5.0 million payment for retroactive royalties.

Research and Development

Research and development (or R&D) expenses increased 8% in the first quarter of 2002 from the comparable period in 2001. The increase in the first quarter of 2002 was largely due to higher expenses related to late-stage clinical development of products, offset in part by lower in-licensing expenses. R&D expenses in the first quarter of 2001, included a \$15.0 million upfront payment for the purchase of in-process research and development (or IPR&D) under in-licensing agreements with collaborators. We determined that the acquired IPR&D was not yet technologically feasible and that it had no future alternative uses.

Marketing, General and Administrative

Overall marketing, general and administrative (or MG&A) expenses decreased 3% in the first quarter of 2002 from the comparable period in 2001. The decrease in the first quarter of 2002 was primarily due to a decrease in the write-down of certain biotechnology investments, offset in part by losses incurred for fixed asset disposals and increased royalty expenses associated with higher sales by licensees.

Collaboration Profit Sharing

Collaboration profit sharing increased 55% in the first quarter of 2002 from the comparable period in 2001. The increase was primarily due to increased Rituxan profit sharing with IDEC due to higher Rituxan sales.

Recurring Charges Related to Redemption

We began recording recurring charges related to the Redemption and push-down accounting in the third quarter of 1999. These charges were \$38.9 million in the first quarter of 2002 and \$81.5 million in the first quarter of 2001. These charges were comprised of \$38.9 million in 2002 and \$41.1 million in 2001 related to the amortization of other intangible assets. The first quarter of 2001 included \$38.3 million related to the amortization of goodwill and \$2.1 million of compensation expense related to alternative arrangements provided at the time of the Redemption for certain holders of some of the unvested options.

On January 1, 2002, we adopted FAS 141, "Business Combinations" and FAS 142, "Goodwill and Other Intangible Assets." In accordance with FAS 141 and 142, we discontinued the amortization of goodwill and our trained and assembled workforce intangible asset. This resulted in an increase in reported net income of approximately \$39.4 million, net of tax, (or \$0.07 per share) in the first quarter of 2002 as compared to the accounting prior to the adoption of FAS 141 and 142. We performed an impairment test of goodwill as of January 1, 2002, which did not result in an impairment charge at transition. We will continue to monitor the carrying value of our goodwill through the annual impairment tests. See also Note 4, "Goodwill and Other Acquisition-Related Intangible Assets" in the Notes to Condensed Consolidated Financial Statements.

Interest Expense

Interest expense has fluctuated depending on the amounts borrowed and the level of interest capitalized on construction projects. Interest expense, net of amounts capitalized, relates to interest on our 5% convertible subordinated debentures. Interest expense in the first quarter of 2002 decreased as a result of higher capitalized interest for construction of manufacturing and R&D facilities. Interest expense in 2002 is expected to decline as a result of the repayment of our debentures, which matured on March 27, 2002 and were redeemed in cash.

| INCOME BEFORE TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE, INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | Three Months Ended March 31, | | % Change |
|--|---------------------------------|------|----------|
| | 2002 | 2001 | |
| | | | |

| | | | |
|--|----------|---------|-------|
| Income before taxes and cumulative effect of accounting change | \$ 128.9 | \$ 62.7 | 106 % |
| Income tax provision | 33.6 | 30.3 | 11 |
| Income before cumulative effect of accounting change | 95.3 | 32.4 | 194 |
| Cumulative effect of accounting change, net of tax | - | (5.6) | (100) |

Change in Accounting Principle

We adopted FAS 133, "Accounting for Derivatives and Hedging Activities," on January 1, 2001. Upon adoption, we recorded a \$5.6 million charge, net of tax, (\$0.01 per share), as a cumulative effect of a change in accounting principle and an increase of \$5.0 million, net of tax, in other comprehensive income related to recording derivative instruments at fair value. (See the "Change in Accounting Principle" section of Note 1, "Summary of Significant Accounting Policies," of the Notes to Condensed Consolidated Financial Statements.)

Income Tax Provision

The tax provision of \$33.6 million for the first quarter of 2002 increased over the tax provision of \$30.3 million for the first quarter of 2001 primarily due to increased pretax income, decreased charges related to the Redemption and decreased R&D tax credits, partially offset by a \$10.0 million favorable change in estimate related to prior years items.

Our effective tax rates were approximately 26% for the first quarter of 2002 and 48% for the first quarter of 2001. The decrease reflects the elimination of the amortization of goodwill pursuant to the adoption of FAS 141 and 142 and a change in estimates of prior years items.

We anticipate our effective tax rate for the year 2002 to be higher than the first quarter of 2002. Other factors may have favorable or unfavorable effects upon our effective tax rate in 2002 and subsequent years. These factors include, but are not limited to, interpretations of existing tax laws, changes in tax laws and rates, future levels of R&D spending, future levels of capital expenditures, and our success in R&D and commercializing products.

| NET INCOME | Three Months Ended March 31, | | |
|--|---------------------------------|---------|----------|
| | 2002 | 2001 | % Change |
| Net income | \$ 95.3 | \$ 26.8 | 256 % |
| Earnings per share: | | | |
| Basic: | | | |
| Earnings before cumulative effect of accounting change | \$ 0.18 | \$ 0.06 | 200 % |
| Cumulative effect of accounting change, net of tax | - | (0.01) | (100) |

| | | | |
|--|---------|---------|-------|
| Net earnings per share | \$ 0.18 | \$ 0.05 | 260 % |
| Diluted: | | | |
| Earnings before cumulative effect of accounting change | \$ 0.18 | \$ 0.06 | 200 % |
| Cumulative effect of accounting change, net of tax | - | (0.01) | (100) |
| Net earnings per share | \$ 0.18 | \$ 0.05 | 260 % |

Net Income

Net income of \$95.3 million, or \$0.18 per diluted share, in the first quarter of 2002 increased from \$26.8 million, or \$0.05 per diluted share, in the first quarter of 2001. The increase primarily reflects higher product sales and royalties, a decrease in recurring charges related to the Redemption, a lower tax rate and lower MG&A expenses. These favorable variances were offset in part by decreased contract and other revenues and interest income, and increased collaboration profit sharing expenses, COS and R&D expenses.

In-Process Research and Development

At June 30, 1999, the Redemption date, we determined that the acquired in-process technology was not technologically feasible and that the in-process technology had no future alternative uses. As a result, \$500.5 million of in-process research and development (or IPR&D) related to Roche's 1990 through 1997 purchases of our common stock was charged to additional paid-in capital, and \$752.5 million of IPR&D related to the Redemption was charged to operations at June 30, 1999.

Except as otherwise noted below, there have been no significant changes to the projects since December 31, 2001. We do not track all costs associated with research and development on a project-by-project basis. Therefore, we believe a calculation of cost incurred as a percentage of total incurred project cost as of the FDA approval is not

possible. We estimate, however, that the research and development expenditures that will be required to complete the in-process projects will total at least \$540.0 million, as compared to \$700.0 million as of the Redemption date. This estimate reflects costs incurred since the Redemption date, discontinued projects, and decreases in cost to complete estimates for other projects, partially offset by an increase in certain cost estimates related to early stage projects and changes in expected completion dates.

The following are significant changes that occurred during the quarter ended March 31, 2002, to the projects included in the IPR&D charge at the Redemption:

- Pulmozyme - Phase III trial in early stage cystic fibrosis has been completed and the study results have been published.

- Anti-CD11a antibody - Phase III studies ongoing. An additional pharmacokinetic comparability study did not achieve the pre-defined statistical definition for comparability. We are working closely with the FDA to determine the next steps, but this will delay the filing of a Biologics License Application (or BLA) with the FDA beyond the summer of 2002.

Related Party Transactions

We enter into transactions with Roche, Hoffmann-La Roche and its affiliates in the ordinary course of business. Contract revenue from Hoffmann-La Roche, including reimbursement for ongoing development expenses after the option exercise date, totaled \$2.1 million in the first quarter of 2002 and \$2.2 million in the first quarter of 2001. All other revenue from Roche, Hoffmann-La Roche and their affiliates, principally royalties and product sales, totaled \$47.2 million in the first quarter of 2002 and \$45.7 million in the first quarter of 2001.

During 2001, Novartis AG (Novartis) acquired 20% of the outstanding voting stock of Roche Holding, Ltd. As a result of this investment, Novartis is deemed to have an indirect beneficial ownership interest under FAS 57, "Related Party Disclosures," of more than 10% of our voting stock. During 2000, we entered into an arrangement with our collaboration partner, Novartis, whereby Novartis is required to fund a portion of the cost of our Xolair inventory until the product is approved for marketing by the FDA. Through March 31, 2002, Novartis has paid \$38.4 million of our Xolair inventory costs. This amount is required to be returned to Novartis upon the earlier of regulatory approval of Xolair in the U.S. or the European Union, and has been recorded in other accrued liabilities in our condensed consolidated financial statements. Contract revenue from Novartis, including amounts for clinical materials, totaled \$1.7 million in the first quarter of 2002 and none in the first quarter of 2001.

| LIQUIDITY AND CAPITAL RESOURCES | March 31, 2002 | December 31, 2001 |
|---|----------------|-------------------|
| Cash and cash equivalents, short-term investments and long-term marketable securities | \$ 2,452.8 | \$ 2,816.5 |
| Working capital | 1,388.4 | 1,557.6 |

We used cash generated from operations, income from investments and proceeds from stock issuances to fund operations, purchase marketable securities and make capital and equity investments during the first quarters of 2002 and 2001, and to also fund stock repurchases and the repayment of our debentures in the first quarter of 2002.

On October 31, 2001, our Board of Directors authorized a stock repurchase program to repurchase up to \$625.0 million of our common stock over the following 12 months. Purchases may be made in the open market or in privately negotiated transactions from time to time at management's discretion. We may also engage in transactions in other Genentech securities in conjunction with the repurchase program, including derivative securities. We also entered into a 10b5-1 insider trading plan to repurchase shares in the open market during those periods each quarter when trading in our stock by insiders is restricted under our insider trading policy. Under the program approved by our Board of Directors, we repurchased approximately 3.7 million shares of our common stock at a cost of approximately \$179.9 million during the three-month period ended March 31, 2002. Of those shares repurchased, approximately 0.3 million were repurchased under our 10b5-1 insider trading plan.

Cash and cash equivalents, short-term investments and long-term marketable securities at March 31, 2002 decreased from December 31, 2001 by \$363.7 million primarily due to stock repurchases and the scheduled repayment of our debentures during the first quarter of 2002. Working capital decreased by \$169.2 million in the first quarter of 2002 from December 31, 2001.

Capital expenditures totaled \$72.1 million in the first quarter of 2002 compared to \$36.3 million in the comparable period of 2001. The increase in the first quarter of 2002 compared to 2001 was primarily due to an increase in the construction of and improvements to manufacturing and R&D facilities.

Our short-term debt of \$149.7 million of convertible subordinated debentures, with interest payable at 5%, matured on March 27, 2002. We redeemed the debentures in cash at maturity.

We believe that our cash, cash equivalents and short-term investments, together with funds provided by operations and leasing arrangements, will be sufficient to meet our foreseeable operating cash requirements including any cash utilized under our stock repurchase program. In addition, we believe we could access additional funds from the debt and, under certain circumstances, capital markets. See also "Our Affiliation Agreement With Roche Could Adversely Affect Our Cash Position" below for factors that could negatively affect our cash position.

We lease various real properties under operating leases that generally require us to pay taxes, insurance, maintenance and minimum lease payments. Five of our operating leases are commonly referred to as synthetic leases. A synthetic lease represents a form of off-balance sheet financing under which an unrelated third party funds 100% of the costs of the acquisition and/or construction of the property and leases the asset to a lessee, and at least 3% of the third party funds represent at risk equity. Our synthetic leases are treated as operating leases for accounting purposes and as financing leases for tax purposes. Under our synthetic lease structures, upon termination or expiration, at our option, we must either purchase the property from the lessor at a predetermined amount that does not constitute a bargain purchase, sell the real property to a third party, or renew the lease arrangement. If the property is sold to a third party at an amount less than the amount financed by the lessor, we have agreed under residual value guarantees to pay the lessor up to an agreed upon percentage of the amount financed by the lessor.

Four of our synthetic leases were entered into with BNP Paribas Leasing Corporation, who leases directly to us various buildings that we occupy in South San Francisco, California. Under certain of these leases, we are required to maintain cash collateral of \$56.6 million, which we have included in other long-term assets on our balance sheet as restricted cash.

The most significant of our synthetic leases relates to our manufacturing facility located in Vacaville, California. In November 2001, we completed a synthetic lease transaction for this facility, which had previously been leased by us under a predecessor synthetic lease. This new synthetic lease is structured differently from our other synthetic leases. We are leasing the property from an unrelated special purpose trust (owner/lessor) under an operating lease agreement for five years ending November 2006. Third party financing is provided in the form of a 3% at risk equity participation from investors and 97% debt commitment. Investors' equity contributions were equal to or greater than 3% of the fair value of the property at the lease's inception and are required to remain so for the term of the lease. A bankruptcy remote, special purpose corporation (the SPC) was formed to fund the debt portion through the issuance of commercial paper notes. The SPC lends the proceeds from the commercial paper to the owner/lessor, who issues promissory notes to the SPC. The SPC Loans mature in 5 years (November 2006). The SPC promissory notes are supported by a credit facility provided by financing institutions and draws are generally available under that credit facility to repay the SPC's commercial paper. The collateral for the SPC Loans includes the leased property, and an interest in the residual value guarantee provided by us. At any time during the lease term, we have the option to purchase the property at an amount that does not constitute a bargain purchase. Our off-balance sheet contingent liability under the residual value guarantees is summarized in the table below.

Under all of our synthetic leases, we are also required to maintain certain pre-defined financial ratios and are limited to the amount of additional debt we can assume. In addition, no Genentech officers or employees have any financial interest with regards to these synthetic lease arrangements or with any of the special purpose entities used in

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these arrangements. In the event of a default, the maximum amount payable under the residual value guarantee would equal 100% of the amount financed by the lessor, and our obligation to purchase the leased properties or pay the related residual value guarantees could be accelerated. We believed at the lease's inception and continue to believe that the occurrence of any event of default that could trigger our purchase obligation is remote.

Future minimum lease payments under operating leases, exclusive of the residual value guarantees, executory costs and sublease income, at December 31, 2001, are as follows (in millions). These minimum lease payments were computed based on current interest rates, which are subject to fluctuations in certain market-based interest rates:

| | 2002 | 2003 | 2004 | 2005 | 2006 | Thereafter | Total |
|------------------------|----------------|----------------|----------------|----------------|----------------|---------------|----------------|
| Synthetic leases | \$ 12.9 | \$ 13.8 | \$ 12.8 | \$ 12.0 | \$ 11.3 | \$ 1.6 | \$ 64.4 |
| Other operating leases | 4.8 | 3.0 | 1.7 | 1.6 | 1.6 | 4.3 | 17.0 |
| Total | \$ 17.7 | \$ 16.8 | \$ 14.5 | \$ 13.6 | \$ 12.9 | \$ 5.9 | \$ 81.4 |

The following summarizes the residual value guarantee amounts for our synthetic leases (in millions):

| | Approximate Fair Value of Leased Property | Lease Expiration | Residual Value Guarantee |
|-----------------------------|---|---------------------|--------------------------------|
| South San Francisco Lease 1 | \$ 56.6 | 07/2004 | \$ 48.1 |
| South San Francisco Lease 2 | 133.2 | 06/2007 | 113.2 |
| South San Francisco Lease 3 | 25.0 | 01/2004 | 21.3 |
| South San Francisco Lease 4 | 22.5 | 01/2004 | 19.1 |
| Vacaville Lease | 425.0 | 11/2006 | 371.5 |
| Total | \$ 662.3 | | \$ 573.2 |

There are no impairments in the fair value or use of the properties that we lease under synthetic leases wherein we believe that we would be required to pay amounts under any of the residual value guarantees. We will continue to assess the fair values of the underlying properties and the use of the properties for impairment on an annual basis.

**FORWARD-LOOKING INFORMATION AND CAUTIONARY FACTORS
THAT MAY AFFECT FUTURE RESULTS**

The following section contains forward-looking information based on our current expectations. Because our actual results may differ materially from any forward-looking statements made by or on behalf of Genentech, this section includes a discussion of important factors that could affect our actual future results, including, but not limited to, our product sales, royalties, contract revenues, expenses and net income.

Fluctuations in Our Operating Results Could Affect the Price of Our Common Stock

Our operating results may vary from period to period for several reasons including:

- The overall competitive environment for our products as described in "We Face Growing and New Competition" below.
- The amount and timing of sales to customers in the United States. For example, sales of a product may increase due to fluctuations in distributor ordering patterns.
- The amount and timing of our sales to F. Hoffmann-La Roche (or Hoffmann-La Roche) and our other partners of products for sale outside of the United States and the amount and timing of sales to their respective customers, which directly impact both our product sales and royalty revenues.
- The timing and volume of bulk shipments to licensees.

- The availability of third-party reimbursements for the cost of therapy.
- The extent of product discounts extended to customers.
- The effectiveness and safety of our various products as determined both in clinical testing and by the accumulation of additional information on each product after it is approved by the U.S. Food and Drug Administration (or FDA) for sale.
- The rate of adoption and use of our products for approved indications and additional indications. Among other things, the rate of adoption and use of our products may be affected by results of clinical studies reporting on the benefits or risks of a product.
- The potential introduction of new products and additional indications for existing products in 2002 and beyond.
- The ability to successfully manufacture sufficient quantities of any particular marketed product.
- The number and size of any product price increases we may issue.

The Successful Development of Pharmaceutical Products is Highly Uncertain

Successful pharmaceutical product development is highly uncertain and is dependent on numerous factors, many of which are beyond our control. Products that appear promising in the early phases of development may fail to reach the

market for several reasons including:

- Preclinical and clinical trial results that (e.g., the trial failed to meet its primary objectives) may show the product to be less effective than desired or to have harmful problematic side effects.
- Failure to receive the necessary regulatory approvals or a delay in receiving such approvals. Among other things, such delays may be caused by slow enrollment in clinical studies, additional time requirements for data analysis, BLA preparation, discussions with the FDA, an FDA request for additional preclinical or clinical data or manufacturing issues.
- Manufacturing costs or other factors that make the product uneconomical.
- The proprietary rights of others and their competing products and technologies that may prevent the product from being commercialized.

Success in preclinical and early clinical trials does not ensure that large-scale clinical trials will be successful. Clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals. The length of time necessary to complete clinical trials and to submit an application for marketing approval for a final decision by a regulatory authority varies significantly and may be difficult to predict.

Factors affecting our research and development (or R&D) expenses include, but are not limited to:

- The number of and the outcome of clinical trials currently being conducted by us and/or our collaborators. For example, our R&D expenses may increase based on the number of late-stage clinical trials being conducted by us and/or our collaborators.
- The number of products entering into development from late-stage research. For example, there is no guarantee that internal research efforts will succeed in generating sufficient data for us to make a positive development decision or that an external candidate will be available on terms acceptable to us. In the past, some promising candidates have not yielded sufficiently positive preclinical results to meet our stringent development criteria.

- Hoffmann-La Roche's decisions whether to exercise its options to develop and sell our future products in non-U.S. markets and the timing and amount of any related development cost reimbursements.
- In-licensing activities, including the timing and amount of related development funding or milestone payments. For example, we may enter into agreements requiring us to pay a significant upfront fee for the purchase of in-process research and development (or IPR&D) which we may record as an R&D expense.
- As part of our strategy, we invest in R&D. R&D as a percent of revenues can fluctuate with the changes in future levels of revenue. Lower revenues can lead to more disciplined spending of R&D efforts.
- Future levels of revenue.

Roche Holdings, Inc., Our Controlling Stockholder, May Have Interests That Are Adverse to Other Stockholders

Roche as our majority stockholder, controls the outcome of actions requiring the approval of our stockholders. Our bylaws provide, among other things, that the composition of our board of directors shall consist of two Roche directors, three independent directors nominated by a nominating committee and one Genentech employee nominated by the nominating committee. As long as Roche owns in excess of 50% of our common stock, Roche directors will comprise two of the three members of the nominating committee. However, at any time until Roche owns less than 5% of our stock, Roche will have the right to obtain proportional representation on our board. Roche intends to continue to allow our current management to conduct our business and operations as we have done in the past. However, we cannot assure stockholders that Roche will not institute a new business plan in the future. Roche's interests may conflict with minority shareholder interests.

Our Affiliation Agreement With Roche Could Limit Our Ability to Make Acquisitions and Could Have a Material Negative Impact on Our Liquidity

The affiliation agreement between us and Roche contains provisions that:

- Require the approval of the directors designated by Roche to make any acquisition or any sale or disposal of all or a portion of our business representing 10% or more of our assets, net income or revenues.
- Enable Roche to maintain its percentage ownership interest in our common stock.
- Call for us to establish a stock repurchase program designed to maintain Roche's percentage ownership interest in our common stock based on an established Minimum Percentage. For information regarding Minimum Percentage, see the "Relationship with Roche -- Roche's Ability to Maintain Its Percentage Ownership Interest in Our Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I. For more information on our stock repurchase program, see the "Capital Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I.

These provisions may have the effect of limiting our ability to make acquisitions and while the dollar amounts associated with the stock repurchase program cannot currently be estimated, these stock repurchases could have a material adverse impact on our liquidity, credit rating and ability to access additional capital in the financial markets.

Our Stockholders May Be Unable to Prevent Transactions That Are Favorable to Roche but Adverse to Us

Our certificate of incorporation includes provisions relating to:

- Competition by Roche with us.
- Offering of corporate opportunities.

- Transactions with interested parties.
- Intercompany agreements.

- Provisions limiting the liability of specified employees.

Our certificate of incorporation provides that any person purchasing or acquiring an interest in shares of our capital stock shall be deemed to have consented to the provisions in the certificate of incorporation relating to competition with Roche, conflicts of interest with Roche, the offer of corporate opportunities to Roche and intercompany agreements with Roche. This deemed consent may restrict your ability to challenge transactions carried out in compliance with these provisions.

Potential Conflicts of Interest Could Limit Our Ability to Act on Opportunities That Are Adverse to Roche

Persons who are directors and/or officers of Genentech and who are also directors and/or officers of Roche may decline to take action in a manner that might be favorable to us but adverse to Roche. Two of our directors, Dr. Franz B. Humer and Dr. Jonathan K.C. Knowles, currently serve as directors, officers and employees of Roche Holding Ltd and its affiliates.

We May Be Unable to Retain Skilled Personnel and Maintain Key Relationships

The success of our business depends, in large part, on our continued ability to attract and retain highly qualified management, scientific, manufacturing and sales and marketing personnel, and on our ability to develop and maintain important relationships with leading research institutions and key distributors. Competition for these types of personnel and relationships is intense.

Roche has the right to maintain its percentage ownership interest in our common stock. Our affiliation agreement with Roche provides that, among other things, we will establish a stock repurchase program designed to maintain Roche's percentage ownership in our common stock if we issue or sell any shares. This could have an effect on the number of shares we are able to grant under our stock option plans. We therefore cannot assure you that we will be able to attract or retain skilled personnel or maintain key relationships.

We Face Growing and New Competition

We face growing competition in two of our therapeutic markets and expect new competition in a third market. First, in the thrombolytic market, Activase has lost market share and could lose additional market share to Centocor's Retavase™ either alone or in combination with the use of another Centocor product, ReoPro® (abciximab) and to the use of mechanical reperfusion therapies to treat acute myocardial infarction; the resulting adverse effect on sales has been and could continue to be material. Retavase received approval from the FDA in October 1996 for the treatment of acute myocardial infarction. We expect that the use of mechanical reperfusion in lieu of thrombolytic therapy for the treatment of acute myocardial infarction will continue to grow.

Second, in the growth hormone market, we continue to face increased competition from at least four other companies currently selling growth hormone. As a result of that competition, we experienced a loss in market share. A fifth competitor may enter the growth hormone market during the second half of 2002. Four competitors have also received approval to market their existing human growth hormone products for additional indications. As a result of this competition, sales of our growth hormone products may decline.

Third, in the non-Hodgkin's lymphoma market, Corixa Corporation has filed a revised BLA, for Bexxar™ (tositumomab and iodine I 131 tositumomab), which may potentially compete with our product Rituxan. IDEC has received marketing approval from the FDA and began commercial shipments in late March 2002 for Zevalin™ (ibritumomab tiuxetan), a product which could also potentially compete with Rituxan. Both Bexxar and Zevalin are radiolabeled molecules while Rituxan is not. We are also aware of other potentially competitive biologic therapies for non-Hodgkin's lymphoma in development.

Other Competitive Factors Could Affect Our Product Sales

Other competitive factors that could affect our product sales include, but are not limited to:

- The timing of FDA approval, if any, of competitive products.
- Our pricing decisions, including a decision to increase or decrease the price of a product, and the pricing decisions of our competitors.
- The degree of patent protection afforded our products by patents granted to us and by the outcome of litigation involving our patents.
- The outcome of litigation involving patents of other companies concerning our products or processes related to production and formulation of those products or uses of those products. For example, as described in the "Legal Proceedings" note in the Notes to Condensed Consolidated Financial Statements of Part I, several companies have filed patent infringement lawsuits against us alleging that the manufacture, use and sale of certain of our products infringe their patents.
- The increasing use and development of alternate therapies. For example, the overall size of the market for thrombolytic therapies, such as our Activase product, continues to decline as a result of the increasing use of mechanical reperfusion.
- The rate of market penetration by competing products. For example, we have lost market share to new competitors in the thrombolytic and, in the past, growth hormone markets.

In Connection With the Redemption of Our Special Common Stock, We Recorded Substantial Goodwill and Other Intangibles, the Amortization or Impairment of Which May Adversely Affect Our Earnings

As a result of the redemption of our Special Common Stock, Roche owned all of our outstanding common stock. Consequently, push-down accounting under generally accepted accounting principles in the U.S. was required. Push-down accounting required us to establish a new accounting basis for our assets and liabilities, based on Roche's cost in acquiring all of our stock. In other words, Roche's cost of acquiring Genentech was "pushed down" to us and reflected on our financial statements. Push-down accounting required us to record goodwill of approximately \$1,685.7 million and other intangible assets of \$1,499.0 million on June 30, 1999. The other intangible assets are being amortized over their estimated useful lives ranging from 5 to 15 years. See the "Redemption of Our Special Common Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I for further information on the useful lives of these intangible assets.

Statement of Financial Accounting Standards (or FAS) No. 142, which was adopted January 1, 2002, requires that goodwill not be amortized, but rather be subject to an impairment test at least annually. Separately identified and recognized intangible assets resulting from business combinations completed before July 1, 2001, that did not meet the new criteria under FAS 141 for separate recognition of intangible assets have been reclassified into goodwill upon adoption. These intangible assets included our trained and assembled workforce. In addition, the useful lives of recognized intangible assets acquired in transactions completed before July 1, 2001, will be reassessed at each

reporting date and the remaining amortization periods adjusted accordingly. At least annually, we will evaluate whether events and circumstances have occurred that indicate the remaining balance of goodwill and other intangible assets may not be recoverable. If our evaluation of the assets results in a possible impairment, we may have to reduce the carrying value of our intangible assets. This could have a material adverse effect on our financial condition and results of operations during the periods in which we recognize a reduction. We may have to write down intangible assets in future periods. For more information about push-down accounting, see the "Redemption of Our Special Common Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I. For more information regarding FAS 142 and 141, see "Recent Pronouncements" section of Note 1, "Summary of Significant Accounting Policies" of Item 1.

Our Royalty and Contract Revenues Could Decline

Royalty and contract revenues in future periods could vary significantly. Major factors affecting these revenues include, but are not limited to:

- Hoffmann-La Roche's decisions whether to exercise its options and option extensions to develop and sell our future products in non-U.S. markets and the timing and amount of any related development cost reimbursements.
- Variations in Hoffmann-La Roche's sales and other licensees' sales of licensed products.
- The conclusion of existing arrangements with other companies and Hoffmann-La Roche which may include the conclusion of development and marketing arrangements for our products in the U.S., Europe and other countries outside the United States.
- The timing of non-U.S. approvals, if any, for products licensed to Hoffmann-La Roche and to other licensees.
- Fluctuations in foreign currency exchange rates.
- The initiation of new contractual arrangements with other companies.
- Whether and when contract benchmarks are achieved.
- The failure of or refusal of a licensee to pay royalties.
- The expiration or invalidation of patents or licensed intellectual property.
- Decreases in licensees' sales of product due to competition, manufacturing difficulties or other factors that affect sales of product.

Protecting Our Proprietary Rights Is Difficult and Costly

The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions. Accordingly, we cannot predict the breadth of claims allowed in these companies' patents.

Patent disputes are frequent and can preclude the commercialization of products. We have in the past been, are currently, and may in the future be, involved in material patent litigation. Our current patent litigation matters are discussed in the "Legal Proceedings " note in the Notes to Condensed Consolidated Financial Statements of Part I. Patent litigation is costly in its own right and could subject us to significant liabilities to third parties. In addition, an adverse decision could force us to either obtain third-party licenses at a material cost or cease using the technology or product in dispute.

The presence of patents or other proprietary rights belonging to other parties may lead to our termination of the R&D of a particular product.

We believe that we have strong patent protection or the potential for strong patent protection for a number of our products that generate sales and royalty revenue or that we are developing. However, the courts will determine the ultimate strength of patent protection of our products and those on which we earn royalties.

We May Incur Material Litigation Costs

Litigation to which we are currently or have been subjected relates to, among other things, our patent and intellectual property rights, licensing arrangements with other persons, product liability and financing activities. We cannot predict with certainty the eventual outcome of pending litigation, and we might have to incur substantial expense in defending these lawsuits.

We May Incur Material Product Liability Costs

The testing and marketing of medical products entail an inherent risk of product liability. Pharmaceutical product liability exposures could be extremely large and pose a material risk. Our business may be materially and adversely affected by a successful product liability claim in excess of any insurance coverage that we may have.

We May Be Unable to Obtain Regulatory Approvals for Our Products

The pharmaceutical industry is subject to stringent regulation with respect to product safety and efficacy by various federal, state and local authorities. Of particular significance are the FDA's requirements covering R&D, testing, manufacturing, quality control, labeling and promotion of drugs for human use. A pharmaceutical product cannot be marketed in the United States until it has been approved by the FDA, and then can only be marketed for the indications and claims approved by the FDA. As a result of these requirements, the length of time, the level of expenditures and the laboratory and clinical information required for approval of a New Drug Application (or NDA) or a BLA, are substantial and can require a number of years. In addition, after any of our products receive regulatory approval, they remain subject to ongoing FDA regulation, including, for example, changes to their label, written advisements to physicians and product recall.

We cannot be sure that we can obtain necessary regulatory approvals on a timely basis, if at all, for any of the products we are developing or that we can maintain necessary regulatory approvals for our existing products, and all of the following could have a material adverse effect on our business:

- Significant delays in obtaining or failing to obtain required approvals as described in "The Successful Development of Pharmaceutical Products is Highly Uncertain" above.
- Loss of, or changes to, previously obtained approvals.
- Failure to comply with existing or future regulatory requirements.

Moreover, it is possible that the current regulatory framework could change or additional regulations could arise at any stage during our product development, which may affect our ability to obtain approval of our products.

Difficulties or Delays in Product Manufacturing Could Harm Our Business

We currently produce all of our products at our manufacturing facilities located in South San Francisco, California and Vacaville, California or through various contract manufacturing arrangements. Problems with any of our or our contractors' manufacturing processes could result in product defects, which could require us to delay shipment of products, recall products previously shipped or be unable to supply products at all.

In addition, any prolonged interruption in the operations of our or our contractors' manufacturing facilities could result in cancellations of shipments or loss of product in the process of being manufactured. A number of factors could cause interruptions, including equipment malfunctions or failures, or damage to a facility due to natural disasters, including earthquakes as our South San Francisco facilities are located in an area where earthquakes could occur, rolling blackouts imposed by a utility or otherwise. Because our manufacturing processes and those of our contractors are highly complex and are subject to a lengthy FDA approval process, alternative qualified production capacity may not be available on a timely basis or at all. Difficulties or delays in our and our contractors' manufacturing of existing or new products could increase our costs, cause us to lose revenue or market share and damage our reputation. We may also experience insufficient available capacity to manufacture existing or new products which could cause shortfalls of available product inventory or we may have an excess of available capacity which could lead to an idling of a portion of our manufacturing facilities and incurring idle plant costs.

Future Stock Repurchases Could Adversely Affect Our Cash Position

On October 31, 2001, our Board of Directors authorized a stock repurchase program to repurchase up to \$625.0 million of our common stock over the following 12 months. Purchases may be made in the open market or in privately negotiated transactions from time to time at management's discretion. We may also engage in transactions in other Genentech securities in conjunction with the repurchase program, including derivative securities. We also entered into a 10b5-1 insider trading plan to repurchase shares in the open market during those periods each quarter when trading in our stock by insiders is restricted under our insider trading policy. Under the program approved by our Board of Directors, we repurchased approximately 3.7 million shares of our common stock at a cost of approximately \$179.9 million during the three-month period ended March 31, 2002. Of those shares repurchased, approximately 0.3 million were repurchased under our 10b5-1 insider trading plan.

While the dollar amounts associated with these future stock repurchases cannot currently be estimated, these stock repurchases could have a material adverse effect on our cash position, credit rating and ability to access capital in the financial markets, and could limit our ability to use our capital stock as consideration for acquisitions. For more information on our stock repurchase program, see "Liquidity and Capital Resources" above.

Our Stock Price, Like That of Many Biotechnology Companies, Is Highly Volatile

The market prices for securities of biotechnology companies in general have been highly volatile and may continue to be highly volatile in the future. In addition, due to the absence of the put and call that were associated with our Special Common Stock, the market price of our common stock has been and may continue to be more volatile than our Special Common Stock was in the past. For example, our common stock reached a high of \$122.50 per share in March 2000 and decreased, as the biotech sector and stock market in general decreased, to \$37.25 per share in April 2002.

In addition, the following factors may have a significant impact on the market price of our common stock:

- Announcements of technological innovations or new commercial products by us or our competitors.
- Developments concerning proprietary rights, including patents.
- Publicity regarding actual or potential medical results relating to products under development or being commercialized by us or our competitors.
- Regulatory developments concerning our products in the United States and foreign countries.
- Issues concerning the safety of our products or of biotechnology products generally.
- Economic and other external factors or a disaster or crisis.
- Period-to-period fluctuations in financial results.

Our Affiliation Agreement With Roche Could Adversely Affect Our Cash Position

Our affiliation agreement with Roche provides that we will establish a stock repurchase program designed to maintain Roche's percentage ownership interest in our common stock based on an established Minimum Percentage. For more information on our stock repurchase program, see the "Capital Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I. See the "Relationship with Roche -- Roche's Ability to Maintain Its Percentage Ownership Interest in Our Stock" note in the Notes to Condensed Consolidated Financial Statements of Part I for information regarding the Minimum Percentage.

While the dollar amounts associated with these future stock repurchases cannot currently be estimated, these stock repurchases could have a material adverse effect on our cash position, and may have the effect of limiting our ability to use our capital stock as consideration for acquisitions.

Future Sales of Our Common Stock by Roche Could Cause the Price of Our Common Stock to Decline

As of March 31, 2002, Roche owned 306,594,352 shares of our common stock or 58.3% of our outstanding shares. All of our shares owned by Roche are eligible for sale in the public market subject to compliance with the applicable securities laws. We have agreed that, upon Roche's request, we will file one or more registration statements under the

Securities Act in order to permit Roche to offer and sell shares of our common stock. Sales of a substantial number of shares of our common stock by Roche in the public market could adversely affect the market price of our common stock.

Other Risks

We generally deal with some hazardous materials in connection with our research and manufacturing activities. In the event such hazardous materials are stored, handled or released into the environment in violation of law or any permit, we could be subject to loss of our permits, government fines or penalties and/or other adverse governmental action. The levy of a substantial fine or penalty, the payment of significant environmental remediation costs or the loss of a permit or other authorization to operate or engage in our ordinary course of business could materially adversely affect our business.

We Are Exposed to Market Risk

We are exposed to market risk, including changes to interest rates, foreign currency exchange rates and equity investment prices. To reduce the volatility relating to these exposures, we enter into various derivative hedging transactions pursuant to our investment and risk management policies and procedures. We do not use derivatives for speculative purposes.

We maintain risk management control systems to monitor the risks associated with interest rates, foreign currency exchange rates and equity investment price changes, and our derivative and financial instrument positions. The risk management control systems use analytical techniques, including sensitivity analysis and market values. Though we intend for our risk management control systems to be comprehensive, there are inherent risks that may only be partially offset by our hedging programs should there be unfavorable movements in interest rates, foreign currency exchange rates or equity investment prices.

Our Interest Income is Subject to Fluctuations in Interest Rates

Our material interest-bearing assets, or interest-bearing portfolio, consisted of cash, cash equivalents, restricted cash, short-term investments, convertible preferred stock investments, convertible loans and long-term investments. The balance of our interest bearing portfolio was \$2,082.9 million or 30% of total assets at March 31, 2002. Interest income related to this portfolio was \$28.3 million or 5% of total revenues for the first quarter of 2002. Our interest income is sensitive to changes in the general level of interest rates, primarily U.S. interest rates. In this regard, changes in U.S. interest rates affect the interest bearing portfolio. To mitigate the impact of fluctuations in U.S. interest rates, for a portion of our portfolio, we have entered into swap transactions which involve the receipt of fixed rate interest and the payment of floating rate interest without the exchange of the underlying principal.

We Are Exposed to Risks Relating to Foreign Currency Exchange Rates and Foreign Economic Conditions

We receive royalty revenues from licensees selling products in countries throughout the world. As a result, our financial results could be significantly affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which our licensed products are sold. We are exposed to changes in exchange rates in Europe, Asia (primarily Japan) and Canada. Our exposure to foreign exchange rates primarily exists with the Swiss franc. When the dollar strengthens against the currencies in these countries, the dollar value of non-dollar-based revenue decreases; when the dollar weakens, the dollar value of the non-dollar-based revenues increases. Accordingly, changes in exchange rates, and in particular a strengthening of the dollar, may adversely affect our royalty revenues as expressed in dollars. Exchange rate exposures on these royalties are being offset by expenses arising from our foreign manufacturing facility as well as non-dollar expenses incurred in our collaborations. Currently, our foreign royalty revenues exceed our expenses. In addition, as part of our overall investment strategy, a portion of our portfolio is primarily in non-dollar denominated investments. As a result, we are exposed to changes in

the exchange rates of the countries in which these non-dollar denominated investments are made.

To mitigate our net foreign exchange exposure, our policy allows us to hedge certain of our anticipated royalty revenues by purchasing option contracts with expiration dates and amounts of currency that are based on 25% to 90% of probable future revenues so that the potential adverse impact of movements in currency exchange rates on the non-dollar denominated revenues will be at least partly offset by an associated increase in the value of the option. Generally, the term of these options is one to three years. To hedge the non-dollar expenses arising from our foreign manufacturing facility, we may enter into forward contracts to lock in the dollar value of a portion of these anticipated expenses.

Our Investments in Equity Securities Are Subject to Market Risks

As part of our strategic alliance efforts, we invest in equity instruments of biotechnology companies. Our biotechnology equity investment portfolio totaled \$475.1 million or 7% of total assets at March 31, 2002. These investments are subject to fluctuations from market value changes in stock prices. For example, in the first quarter of 2002 and 2001, we recorded charges related to the write down of certain equity security investments that had an other than temporary impairment.

To mitigate the risk of market value fluctuation, certain equity securities are hedged with zero-cost collars and forward contracts. A zero-cost collar is a purchased put option and a written call option in which the cost of the purchased put and the proceeds of the written call offset each other; therefore, there is no initial cost or cash outflow for these instruments at the time of purchase. The purchased put protects us from a decline in the market value of the security below a certain minimum level (the put "strike" level), while the call effectively limits our potential to benefit from an increase in the market value of the security above a certain maximum level (the call "strike" level). A forward contract is a derivative instrument where we lock-in the termination price we receive from the sale of stock based on a pre-determined spot price. The forward contract protects us from a decline in the market value of the security below the spot price and limits our potential benefit from an increase in the market value of the security above the spot price. Throughout the life of the contract, we receive interest income based on the notional amount and a floating-rate index. In addition, as part of our strategic alliance efforts, we hold dividend-bearing convertible preferred stock and have made interest-bearing loans that are convertible into the equity securities of the debtor.

We Are Exposed to Credit Risk of Counterparties

We could be exposed to losses related to the financial instruments described above should one of our counterparties default. We attempt to mitigate this risk through credit monitoring procedures.

Potential New Accounting Pronouncements May Impact Our Future Financial Position and Results of Operations

There may be potential new accounting pronouncements or regulatory rulings which may have an impact on our future financial position and results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our market risks at March 31, 2002 have not changed significantly from those discussed in Item 7A of our Form 10-K for the year ended December 31, 2001 on file with the Securities and Exchange Commission. See also Note 5, "Derivative Financial Instruments," in the Notes to Condensed Consolidated Financial Statements of Part I and the "Forward-Looking Information and Cautionary Factors That May Affect Future Results--We Are Exposed to Market Risk" section of Item 2 of this Form 10-Q for additional discussions of our market risks.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In connection with the breach of contract lawsuit filed against us by City of Hope Medical Center on August 13, 1999, jury selection for the retrial began on March 11, 2002, and the retrial is currently ongoing. City of Hope is seeking compensatory damages in the amount of approximately \$490.0 million (including interest) and special damages.

In connection with the class action lawsuit filed against XOMA, Genentech, and certain officers of each of the two companies on November 15, 2001, on March 11, 2002, plaintiffs' counsel filed with the Court a Stipulation and Proposed Order of Voluntary Dismissal, and on March 13, 2002, the Court entered an order dismissing the lawsuit without prejudice.

See also Item 3 of our report on Form 10-K for the period ended December 31, 2001.

See also Note 8, "Legal Proceedings," in the Notes to Condensed Consolidated Financial Statements of Part I.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

15.1 Letter regarding Unaudited Interim Financial Information.

(b) Reports on Form 8-K

There were no reports on Form 8-K filed during the quarter ended March 31, 2002.

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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 thereunto duly authorized.

GENENTECH, INC.

Date: April 26, 2002

/s/ARTHUR D. LEVINSON

Arthur D. Levinson, Ph.D.
Chairman, President and
Chief Executive Officer

Date: April 26, 2002

/s/LOUIS J. LAVIGNE, JR.

Louis J. Lavigne, Jr.
Executive Vice President and
Chief Financial Officer

Date: April 26, 2002

/s/JOHN M. WHITING

John M. Whiting
Vice President, Controller and
Chief Accounting Officer