

Foundation Medicine, Inc.  
Form 4  
March 05, 2015

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miller Vincent A.

(Last) (First) (Middle)

150 SECOND STREET, C/O  
FOUNDATION MEDICINE, INC.

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Foundation Medicine, Inc. [FMI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Medical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/03/2015		M		14,058	A	\$ 0.84
Common Stock	03/03/2015		M		3,000	A	\$ 0.84
Common Stock	03/03/2015		S <sup>(1)</sup>		17,058	D	\$ 47.8143
							<sup>(2)</sup>
Common Stock	03/03/2015		M		4,813	A	\$ 0.84
Common Stock	03/03/2015		M		5,467	A	\$ 4.16

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Common Stock	03/03/2015	M	3,125	A	\$ 7.12	112,467	D
Common Stock	03/03/2015	M	2,348	A	\$ 29.94	114,815	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
stock option (right to buy)	\$ 0.84	03/03/2015		M	14,058	<u>(3)</u> 01/10/2022	Common Stock	14,058
stock option (right to buy)	\$ 0.84	03/03/2015		M	7,813	<u>(4)</u> 01/10/2022	Common Stock	7,813
stock option (right to buy)	\$ 4.16	03/03/2015		M	5,467	<u>(5)</u> 03/07/2023	common stock	5,467
stock option (right to buy)	\$ 7.12	03/03/2015		M	3,125	<u>(6)</u> 05/21/2023	common stock	3,125
stock option (right to buy)	\$ 29.94	03/03/2015		M	2,348	<u>(7)</u> 04/09/2024	common stock	2,348

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Vincent A. 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE, MA 02141			Chief Medical Officer	

# Signatures

Robert W. Hesslein, as Attorney-in-Fact for Vincent A. Miller	03/05/2015
**Signature of Reporting Person	Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported in this Form 4 was effected to cover the tax liabilities of the reporting person in connection with the exercise of the stock options referenced herein. The reporting person exercised such stock options in order to participate in the tender offer commenced by Roche Holdings, Inc. on February 2, 2015.  
The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.75 to \$48.05, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
  - (2) This option was granted on January 10, 2012 and vests in equal quarterly installments beginning on December 31, 2012 until fully vested on September 30, 2016.
  - (3) This option was granted on January 10, 2012 and vests in equal quarterly installments beginning on December 31, 2013 until fully vested on September 30, 2017.
  - (4) This option was granted on March 7, 2013 and vests in equal quarterly installments beginning June 7, 2013 until fully vested on March 7, 2017.
  - (5) This option was granted on May 21, 2013 and vests in equal quarterly installments beginning on April 1, 2014 until fully vested on January 1, 2018.
  - (6) This option was granted on April 9, 2014 and vests in equal quarterly installments beginning June 30, 2014 until fully vested on March 31, 2018.
  - (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.