

Foundation Medicine, Inc.  
 Form 4  
 April 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Kleiner Perkins Caufield & Byers  
 XIV, LLC

(Last) (First) (Middle)

2750 SAND HILL ROAD,

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 04/07/2015                           |  | U                              | (A)<br>2,100,328<br>(1)   | D \$ 50 502,309   | D (2)  |  |
| Common Stock                    | 04/07/2015                           |  | U                              | (A)<br>177,684<br>(1)   | D \$ 50 42,495  | D (3)  |  |

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

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SEC 1474  
 (9-02)

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

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Kleiner Perkins Caufield & Byers XIV, LLC<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025                         |               | X         |         |       |
| KPCB XIV Associates, LLC<br>C/O KLEINER PERKINS CAUFIELD BYERS<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025    |               | X         |         |       |
| KPCB XIV Founders Fund, LLC<br>C/O KLEINER PERKINS CAUFIELD BYERS<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Paul Vronsky as Attorney-In-Fact for Kleiner Perkins Caufield & Byers XIV, LLC | 04/09/2015 |
| __Signature of Reporting Person  | Date       |
| Paul Vronsky as Attorney-In-Fact for KPCB XIV Associates, LLC                      | 04/09/2015 |
| __Signature of Reporting Person  | Date       |
| Paul Vronsky as Attorney-In-Fact for KPCB XIV Founders Fund, LLC                   | 04/09/2015 |
| __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 amount reported represents the estimated number of shares sold by the reporting person in connection with the tender offer for shares of Common Stock of the Issuer (the "Tender Offer") by Roche Holdings, Inc. ("Roche"). Roche will purchase only a prorated portion of the shares properly tendered by each tendering stockholder. Based on a preliminary count reported by Roche, the preliminary proration factor for the Tender Offer is approximately 80.7%. If necessary, an amended Form 4 will be filed to report the number of

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shares actually sold by the reporting person in connection with the Tender Offer once the final proration factor is determined.

- (2) The shares are directly held by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIV is KPCB XIV Associates, LLC ("XIV Associates"). The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.

- (3) The shares are directly held by KPCB XIV Founders Fund, LLC. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIV Founders Fund, LLC is XIV Associates. The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.

### **Remarks:**

The reporting persons disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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