

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
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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 *
Schenkein David P

(Last) (First) (Middle)

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

(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)
04/07/2015

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)

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)
Common Stock	04/07/2015		U	(A) or (D) Amount 25,218 (1)	\$ 50 6,032	D	
Common Stock	04/07/2015		U	(A) or (D) Amount 25,218 (1)	\$ 50 6,032	I	David P. Schenkein 2004 Revocable Trust (2)
Common Stock	04/07/2015		U	(A) or (D) Amount 25,218 (1)	\$ 50 6,032	I	Amy P. Schenkein 2004 Revocable Trust (3)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schenkein David P C/O FOUNDATION MEDICINE, INC. 150 SECOND STREET CAMBRIDGE, MA 02141	X			

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact 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).
- 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
- (1) 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 shares actually sold by the reporting person in connection with the Tender Offer once the final proration factor is determined.
 - (2) These shares are held in a trust for the benefit of the Reporting Person. The Reporting Person is trustee of the trust.
 - (3) These shares are held in a trust for the benefit of the Reporting Person's spouse. The Reporting Person is trustee of the trust.

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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