

Foundation Medicine, Inc.
Form 4
May 29, 2014

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 *
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)
05/27/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/27/2014 | | J ⁽¹⁾ | | 322,700 | D | \$ 0 | 2,925,337 | D ⁽²⁾ |
| Common Stock | 05/27/2014 | | J ⁽³⁾ | | 27,300 | D | \$ 0 | 247,480 | D ⁽⁴⁾ |
| Common Stock | 05/27/2014 | | J ⁽⁵⁾ | | 52,997 | A | \$ 0 | 52,997 | D ⁽⁶⁾ |
| Common Stock | 05/27/2014 | | J ⁽⁷⁾ | | 52,997 | D | \$ 0 | 0 | D ⁽⁶⁾ |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Owned Following Transaction (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 |
| Kleiner Perkins Caufield & Byers XIV, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB XIV Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB XIV Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Paul Vronsky as Attorney-In-Fact for Kleiner Perkins Caufield & Byers XIV, LLC | 05/29/2014 |
| __Signature of Reporting Person | Date |
| /s/ Paul Vronsky as Attorney-In-Fact for KPCB XIV Founders Fund, LLC | 05/29/2014 |
| __Signature of Reporting Person | Date |
| /s/ Paul Vronsky as Attorney-In-Fact for KPCB XIV Associates, LLC | 05/29/2014 |
| __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) Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV") made pro rata distributions for no consideration to its members of 322,700 shares of common stock of the issuer on May 27, 2014 (the "Fund Distribution").

The shares are directly held by 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) KPCB XIV Founders Fund, LLC ("KPCB XIV FF") made pro rata distributions for no consideration to its members of 27,300 shares of common stock of the issuer on May 27, 2014.

The shares are directly held by XIV Associates. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee".
- (4) The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.
- (5) Shares acquired in connection with the Fund Distribution of such shares to the members of KPCB XIV.
- (6) Shares are owned directly by XIV Associates and the individual managing directors may be deemed to have shared voting and dispositive power over the shares owned by XIV Associates.
- (7) XIV Associates made pro rata distributions for no consideration to its members of 52,997 shares of common stock of the issuer on May 27, 2014.

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.

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.