

Foundation Medicine, Inc.  
Form 4  
June 04, 2014

**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)  
06/03/2014

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	06/03/2014		J <sup>(1)</sup>		322,700	D	\$ 0
					2,602,637	D	<sup>(2)</sup>
Common Stock	06/03/2014		J <sup>(3)</sup>		27,300	D	\$ 0
					220,180	D	<sup>(4)</sup>
Common Stock	06/03/2014		J <sup>(5)</sup>		52,997	A	\$ 0
					52,997	D	<sup>(6)</sup>
Common Stock	06/03/2014		J <sup>(7)</sup>		52,997	D	\$ 0
					0	D	<sup>(6)</sup>

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**

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required to respond unless the form displays a currently valid OMB control number.

**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. 5)
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## 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	06/04/2014
__Signature of Reporting Person	Date
/s/ Paul Vronsky as Attorney-In-Fact for KPCB XIV Founders Fund, LLC	06/04/2014
__Signature of Reporting Person	Date
/s/ Paul Vronsky as Attorney-In-Fact for KPCB XIV Associates, LLC	06/04/2014
__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 June 3, 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.
- (2) 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 June 3, 2014.
- The shares are directly held by XIV Associates. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee".
- (3) The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.
- (4) Shares acquired in connection with the Fund Distribution of such shares to the members of KPCB XIV.
- (5) 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.
- (6) XIV Associates made pro rata distributions for no consideration to its members of 52,997 shares of common stock of the issuer on June 3, 2014.
- (7)

### 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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