

Foundation Medicine, Inc.
Form 4
June 04, 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 *
BYERS BROOK H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2014

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

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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	(A) or (D)	Price			
Common Stock	06/03/2014		J ⁽¹⁾		322,700	D	\$ 0	2,602,637	I	See footnote ⁽²⁾
Common Stock	06/03/2014		J ⁽³⁾		27,300	D	\$ 0	220,180	I	See footnote ⁽⁴⁾
Common Stock	06/03/2014		J ⁽⁵⁾		52,997	A	\$ 0	52,997	I	See footnote ⁽⁶⁾
Common Stock	06/03/2014		J ⁽⁷⁾		52,997	D	\$ 0	0	I	See footnote ⁽⁶⁾
Common Stock	06/03/2014		J ⁽⁸⁾		817	A	\$ 0	8,217	I	By Byers Family

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)
Common Stock		06/03/2014		J ⁽⁹⁾	5,028	A \$ 0 13,245	I		Trust By Byers Family Trust
Common Stock		06/03/2014		J ⁽¹⁰⁾	1,686	A \$ 0 14,931	I		Trust By Byers Family Trust
Common Stock		06/03/2014		J ⁽¹⁰⁾	492	A \$ 0 981	I		Trust By The Hampton 1999 Trust
Common Stock		06/03/2014		J ⁽¹⁰⁾	492	A \$ 0 981	I		Trust By The Austin 1999 Trust

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 Owned Following Transaction (Instr. 5)
				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
BYERS BROOK H C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ Paul Vronsky as Attorney-In-Fact for Brook
Byers

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".
- (2) 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 June 3, 2014 (the "FF Distribution").
The shares are directly held by KPCB XIV FF. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIV FF 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.
- (4) Shares acquired in connection with the Fund Distribution of such shares to the members of KPCB XIV.
The shares are directly held by XIV Associates. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.
- (5) 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 (the "Associates Distribution").
- (6) Shares acquired in connection with the Fund Distribution of such shares to the members of KPCB XIV.
- (7) Shares acquired in connection with the FF Distribution of such shares to the members of KPCB XIV FF.
- (8) Shares acquired in connection with the Associates Distribution of such shares to the members of XIV Associates.
- (9)
- (10)

Remarks:

The Reporting Person is a managing member of XIV Associates. The Reporting Person disclaims beneficial ownership of the

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.