

Foundation Medicine, Inc.
 Form 4/A
 May 27, 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 *
 Kafka Steven J.

(Last) (First) (Middle)
 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)
 04/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/11/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	04/09/2014		A	(1)	5,000 \$ 29.94	D	

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 29.94	04/09/2014		A	10,000	(2) 04/09/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kafka Steven J. 150 SECOND STREET CAMBRIDGE, MA 02141			Chief Operating Officer	

Signatures

Robert Hesslein, as Attorney-in-Fact for Steven J. Kafka
Date: 05/27/2014

**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) The restricted stock units were granted by the Issuer pursuant to its 2013 Stock Option and Incentive Plan. The restricted stock units will vest in equal quarterly installments over a four-year period on the last trading day of each calendar quarter, with the first installment vesting on June 30, 2014.
- (2) The option will vest in equal quarterly installments over a four-year period on the last trading day of each calendar quarter, with the first installment vesting on June 30, 2014.

Remarks:

The securities were granted on April 9, 2014 and Table I, Column 3 was incorrectly coded "D" instead of "A". The award of 5,000 restricted stock units was originally granted on April 9, 2014 as shares of restricted stock and was amended. The vesting schedule of the restricted stock units and option grant was originally reported as quarterly installments with the first installment vesting on June 30, 2014.

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.