

Foundation Medicine, Inc.  
 Form 4  
 January 20, 2015

**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, C/O  
 FOUNDATION MEDICINE, INC.

(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)  
 01/15/2015

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)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 01/15/2015                           |                                                    | M <sup>(1)</sup>               |                                                                   | 10,000                                                                                        | A                                                        | \$ 7.12                                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 14,680                                                |
| Common Stock                    | 01/15/2015                           |                                                    | S <sup>(2)</sup>               |                                                                   | 10,000                                                                                        | D                                                        | \$ 48.3782                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 4,680                                                 |
| Common Stock                    | 01/15/2015                           |                                                    | M <sup>(1)</sup>               |                                                                   | 5,000                                                                                         | A                                                        | \$ 4.16                                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 9,680                                                 |
| Common Stock                    | 01/15/2015                           |                                                    | S <sup>(2)</sup>               |                                                                   | 5,000                                                                                         | D                                                        | \$ 48.3782                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 4,680                                                 |

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 7.12                                                | 01/15/2015                           |                                                    | M <sup>(1)</sup>               | 10,000                                                                                  | <sup>(4)</sup> 05/22/2023                                | Common Stock                                                  | 10,000                        |
| Stock Option (right to buy)                | \$ 4.16                                                | 01/15/2015                           |                                                    | M <sup>(1)</sup>               | 5,000                                                                                   | <sup>(5)</sup> 03/07/2023                                | Common Stock                                                  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                 | Other |
| Kafka Steven J.<br>150 SECOND STREET<br>C/O FOUNDATION MEDICINE, INC.<br>CAMBRIDGE, MA 02141 |               |           | Chief Operating Officer |       |

## Signatures

Robert Hesslein, as Attorney-in-Fact for Steven J. Kafka  
Date: 01/20/2015

\_\_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).
- (1) The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2014.

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- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2014. The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.715 to \$49.99, inclusive. The reporting person undertakes to provide Foundation Medicine, Inc., any security holder of Foundation Medicine, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- (3) This option was granted on May 22, 2013. 6.25% vests quarterly beginning August 22, 2013 until fully vested on May 22, 2017.
- (4) This option was granted on March 7, 2013. Twenty-five percent vested on January 2, 2014 and an additional 6.25% vests each successive quarter thereafter until fully vested on January 2, 2017.
- (5)

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.