Foundation Medicine, Inc.

Form 4

February 05, 2015

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

Foundation Medicine, Inc. [FMI]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

02/03/2015

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940 1(b).

Symbol

(Print or Type Responses)

(Last)

(City)

1. Title of

1. Name and Address of Reporting Person \* Daly David

(First) (Middle)

C/O FOUNDATION MEDICINE, INC., 150 SECOND STREET

(Street)

(State) (Zip)

2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

CAMBRIDGE, MA 02141

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

(A)

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 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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

2005 Estimated average burden hours per 0.5

response...

Expires:

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below) Chief Commercial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Securities

Following

Reported

Transaction(s) (Instr. 3 and 4)

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

> SEC 1474 (9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 47.88	02/03/2015		A		75,000		<u>(1)</u>	02/03/2025	Common Stock	75,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Daly David C/O FOUNDATION MEDICINE, INC. 150 SECOND STREET CAMBRIDGE, MA 02141

Chief Commercial Officer

# **Signatures**

/s/ Robert Hesslein, as Attorney-in-Fact

02/05/2015

\*\*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).

If certain performance milestones have been achieved this stock option vests (i) on the last trading day of the calendar quarter following the date of a determination by the Issuer's Compensation Committee that the performance milestones have been achieved, in an amount

(1) equal to 6.25% of the total number of shares underlying the option multiplied by the number of full and partial calendar quarters that have elapsed since the grant date, and (ii) 6.25% on the last trading day of each successive calendar quarter until 100% of the options are vected and exercisable

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.

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