Foundation Medicine, Inc. Form 4/A February 05, 2015

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Ryan Jason Issuer Symbol Foundation Medicine, Inc. [FMI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _Other (specify 150 SECOND STREET, C/O 06/05/2014 below)

2. Issuer Name and Ticker or Trading

FOUNDATION MEDICINE, INC.

(State)

1. Name and Address of Reporting Person *

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

(Zin)

06/06/2014

Senior Vice President, Finance 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Relationship of Reporting Person(s) to

CAMBRIDGE, MA 02141

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Year)		3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/05/2014		M	4,773	A	\$ 0.08	4,773	D	
Common Stock	06/05/2014		S	4,773	D	\$ 24.1982	0	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)

8. I De

(In

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. Transactio Code (Instr. 8)	5. Number of Derivat Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	erivative Expiration Date (Month/Day/Year) ired rosed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.08	06/05/2014		M	4,77	(2)	06/15/2021	Common Stock	4,773

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Ryan Jason 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE MA 02141			Senior Vice President, Finance			

Signatures

Robert Hesslein, as Attorney-in-Fact for Jason Ryan 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).
- (1) The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.17 to \$24.31, 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.
- This option was granted on June 15, 2011. Twenty-five percent vested on May 16, 2012 and an additional 6.25% vests each successive quarter thereafter until fully vested on May 16, 2015.

Remarks:

The Form 4 filing made on June 6, 2014 disclosed a sale on June 5, 2014 of 5,000 shares at a price of \$24.1982. This Form 4 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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