

Foundation Medicine, Inc.
 Form 4
 April 09, 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 *
BYERS BROOK H

(Last) (First) (Middle)

C/O FOUNDATION MEDICINE, INC., 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)
04/07/2015

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)

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 or Price		
Common Stock	04/07/2015		U		12,049 ⁽¹⁾ D \$ 50 2,882	I	Byers Family Trust
Common Stock	04/07/2015		U		791 ⁽¹⁾ D \$ 50 190	I	The Hampton Trust
Common Stock	04/07/2015		U		791 ⁽¹⁾ D \$ 50 190	I	The Austin 1999 Trust
Common Stock	04/07/2015		U		2,100,328 ⁽¹⁾ D \$ 50 502,309	I	See footnote

Common Stock	04/07/2015	U	177,684 <u>(1)</u>	D	\$ 50 42,495	I	(2) See footnote <u>(3)</u>
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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)

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 Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYERS BROOK H C/O FOUNDATION MEDICINE, INC. 150 SECOND STREET CAMBRIDGE, MA 02141	X			

Signatures

/s/ Paul Vronsky as Attorney-In-Fact for Brook Byers
Date: 04/09/2015

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 amount reported represents the estimated number of shares sold by the reporting person in connection with the tender offer for shares of Common Stock of the Issuer (the "Tender Offer") by Roche Holdings, Inc. ("Roche"). Roche will purchase only a prorated

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portion of the shares properly tendered by each tendering stockholder. Based on a preliminary count reported by Roche, the preliminary proration factor for the Tender Offer is approximately 80.7%. If necessary, an amended Form 4 will be filed to report the number of shares actually sold by the reporting person in connection with the Tender Offer once the final proration factor is determined.

- (2) The shares are directly held by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". 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) The shares are directly held by KPCB XIV Founders Fund, LLC ("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.

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.

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