

DOUGHERTY MICHAEL R
Form 4
August 02, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOUGHERTY MICHAEL R

(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)

07/31/2018

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)
Common Stock	07/31/2018 ⁽¹⁾		U	(A) or (D) Amount 12,120 ⁽²⁾ Price \$ 137	12,669	D	
Common Stock	07/31/2018 ⁽¹⁾		J	(A) or (D) Amount 12,669 ⁽³⁾ Price \$ 137	0	D	

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
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOUGHERTY MICHAEL R
C/O FOUNDATION MEDICINE, INC.
150 SECOND STREET
CAMBRIDGE, MA 02141

X

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact for Michael R.
Dougherty

08/02/2018

__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).

Foundation Medicine, Inc., a Delaware corporation (the "Company") entered into an Agreement and Plan of Merger, dated as of June 18, 2018, as amended (the "Merger Agreement"), with Roche Holdings, Inc., a Delaware corporation ("Parent" or "Roche"), and 062018 Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"). Pursuant to the Merger Agreement, Parent caused Merger Sub to conduct a tender offer (the "Tender Offer") for all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of the Company, at a price of \$137 per share. On July 31, 2018, Merger Sub irrevocably accepted for payment all shares that were validly tendered and not withdrawn. On July 31, 2018, following consummation of the Tender Offer, Merger Sub merged with and into the Company.

(2) The amount reported represents the number of shares sold by the reporting person in connection with the Tender Offer by Roche.

The amount reported represents the number of restricted stock units cancelled in connection with the Tender Offer by Roche and converted into the right to receive an amount in cash equal to the product of (1) the offer price of \$137 per share multiplied by (2) the number of shares represented by such restricted stock units, without interest and less any required withholding taxes. The restricted stock units were granted on October 26, 2016 and vest in three annual installments or immediately upon a change-of-control of the Issuer.

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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