

Pellini Michael J
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pellini Michael 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)

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 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 | Amount 103,711 ⁽²⁾ | (A) or (D) D 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
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 (Instr. 5) | |
|---|---|---|---|---|--|--|-----|---|--------------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| stock option (right to buy) | \$ 0.84 | 07/31/2018 ⁽¹⁾ | | H | | 6,949 | | ⁽³⁾ | 01/10/2022 | Common Stock | 6,949 |
| stock option (right to buy) | \$ 0.84 | 07/31/2018 ⁽¹⁾ | | H | | 30,548 | | ⁽⁴⁾ | 03/27/2022 | Common Stock | 30,548 |
| stock option (right to buy) | \$ 4.16 | 07/31/2018 ⁽¹⁾ | | H | | 49,224 | | ⁽⁵⁾ | 03/07/2023 | Common Stock | 49,224 |
| stock option (right to buy) | \$ 7.12 | 07/31/2018 ⁽¹⁾ | | H | | 25,625 | | ⁽⁶⁾ | 05/21/2023 | Common Stock | 25,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Pellini Michael J 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE, MA 02141 | X |

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact for Michael J. Pellini 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).

(1) 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

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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.

This stock option was granted on January 10, 2012 and vested 25% after one year and then in equal quarterly installments over three years until fully vested. All unvested stock options accelerated and became 100% vested in connection with the completion of a tender offer by Roche on April 7, 2015.

- (3) This stock option was granted on March 27, 2012 and vested 25% after one year and then in equal quarterly installments over three years until fully vested. All unvested stock options accelerated and became 100% vested in connection with the completion of a tender offer by Roche on April 7, 2015.

- (4) This stock option was granted on March 7, 2013 and vested in equal quarterly installments over four years until fully vested. All unvested stock options accelerated and became 100% vested in connection with the completion of a tender offer by Roche on April 7, 2015.

- (5) This stock option was granted on May 21, 2013 and vested in equal quarterly installments over four years until fully vested. All unvested stock options accelerated and became 100% vested in connection with the completion of a tender offer by Roche on April 7, 2015.

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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