

Foundation Medicine, Inc.  
 Form 3  
 April 28, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
THIRD ROCK VENTURES LP			(Month/Day/Year)	Foundation Medicine, Inc. [FMI]	
(Last)	(First)	(Middle)	04/07/2015		
29 NEWBURY STREET, 3RD FLOOR			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
BOSTON, MA 02116			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	828,456 <sup>(1)</sup>	D <sup>(2)</sup>	Â
Common Stock	16,859	D <sup>(3)</sup>	Â
Common Stock	2,417	D <sup>(4)</sup>	Â
Common Stock	2,936	D <sup>(5)</sup>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THIRD ROCK VENTURES LP 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^
Third Rock Ventures GP, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^
TRV GP, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^
STARR KEVIN P 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^
TEPPER ROBERT I 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	^	^ X	^	^

## Signatures

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P., general partner of Third Rock Ventures, L.P.	04/22/2015
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P.	04/22/2015
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC	04/22/2015
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Mark Levin	04/22/2015
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Kevin Starr	04/22/2015

\_\_Signature of Reporting Person

Date

/s/ Kevin Gillis by power of attorney for Robert I. Tepper

04/22/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects shares held directly by Third Rock Ventures, L.P. ("TRV"). Solely as a result of the Investor Rights Agreement filed as Exhibit 4.1 of the Form 8-K filed by Issuer with the Securities and Exchange Commission on January 12, 2015, the Reporting Persons may be deemed to be part of a group including certain other parties to such Investor Rights Agreement and therefore be deemed to have beneficial ownership of the (a) 20,604,288 shares directly held by Roche Holdings, Inc., an indirect wholly owned subsidiary of Roche Holding Ltd ("Roche"), (b) 414,823 shares directly held by Roche Finance Ltd, a wholly owned subsidiary of Roche and (c) 192,460 shares held by Google Ventures 2011, L.P.

(2) The shares are directly held by TRV. The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper") and, as such, each of TRV GP and TRV GP LLC, Levin, Starr and Tepper exercises shared voting and investment power over the shares held of record by TRV. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

(3) The shares are directly held by Levin.

(4) The shares are directly held by Starr.

(5) The shares are directly held by Tepper.

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.