

Foundation Medicine, Inc.  
 Form 4/A  
 April 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Yeshwant Krishna

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(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)  
 04/09/2015

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	04/07/2015		U		952,192 (1)	D	\$ 50 192,460 (2)	I	See footnote (3)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yeshwant Krishna 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X		

## Signatures

/s/ Krishna  
Yeshwant  
04/16/2015

\*\*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) This Amendment No. 1 is being filed to update the prior estimate of shares accepted in a tender offer to the final number of shares so accepted, which final number was provided to Reporting Person on 4/14/15.
- Reflects shares held directly by Google Ventures 2011, L.P. 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
- (2) 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) 828,456 shares held by Third Rock Ventures, L.P.
- These shares are directly held by Google Ventures 2011, L.P. The general partner of Google Ventures 2011, L.P. is Google Ventures
- (3) 2011 GP, L.L.C. The Reporting Person is a partner at an affiliate of Google Ventures 2011 GP, L.L.C. and disclaims beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein.

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.