Foundation Medicine, Inc. Form 4

September 22, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Kafka Steven J.

(Last) (First) (Middle)

150 SECOND STREET, C/O FOUNDATION MEDICINE, INC.

ON MEDICINE, INC

(Street) 4. If Amo

2. Issuer Name **and** Ticker or Trading Symbol

Foundation Medicine, Inc. [FMI]

3. Date of Earliest Transaction (Month/Day/Year) 09/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_X__ Officer (give title _____ Other (specify below)

President & COO

President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

CAMBRIDGE, MA 02141

(City)	(State) (2	Zip) Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed	of, or Beneficial	lly 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 action(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)		5. Amount of 6. Ownership 7 Securities Form: Direct 1 Beneficially (D) or 1 Owned Indirect (I) 6		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/20/2016		S	1,619 (1)	D	\$ 23.7 (2)	108,112	D	
Common Stock	09/20/2016		M	2,344	A	\$ 4.16	110,456	D	
Common Stock	09/20/2016		S	2,344 (1)	D	\$ 23.7 (2)	108,112	D	
Common Stock	09/20/2016		M	5,506	A	\$ 4.16	113,618	D	
	09/20/2016		S		D		108,112	D	

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Common	5,506	\$
Stock	<u>(1)</u>	23.7
		(2)

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.16	09/20/2016		M	2,344	(3)	03/07/2023	Common Stock	2,344
Stock Option (right to buy)	\$ 4.16	09/20/2016		M	5,506	<u>(4)</u>	03/07/2023	Common Stock	5,506

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Kafka Steven J.							

150 SECOND STREET

C/O FOUNDATION MEDICINE, INC.

CAMBRIDGE, MA 02141

President & COO

Signatures

Robert W. Hesslein, as Attorney-in-Fact for Steven J. Kafka 09/22/2016

**Signature of Reporting Person Date

Reporting Owners 2

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2016.
- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.43 to \$23.95, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- (3) This is an incentive stock option portion of an option granted on March 7, 2013 that vests in equal quarterly installments beginning on June 7, 2013 until fully vested on March 7, 2017.
- (4) This is a non-qualified portion of an option granted on March 7, 2013 that vested 25% on January 2, 2014 and then vests in equal quarterly installments until fully vested on January 2, 2017.

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.