

Doherty Michael J
 Form 4
 August 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Doherty Michael J

(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
 ___X___ Officer (give title below) ___ Other (specify below)

Head of Product Development

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

___X___ 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 (D)		
Common Stock	07/31/2018 ⁽¹⁾		U		15,955 <u>(2)</u>	D	
Common Stock	07/31/2018 ⁽¹⁾		J		65,332 <u>(3)</u>	D	

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				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
Doherty Michael J C/O FOUNDATION MEDICINE, INC. 150 SECOND STREET CAMBRIDGE, MA 02141			Head of Product Development	

Signatures

/s/ Robert W. Hesslein, Attorney-in-Fact for Michael Doherty 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 unvested 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 unvested restricted stock units, without interest and less any required withholding taxes. Payments are subject to the original vesting schedule and vesting conditions applicable to the underlying unvested restricted stock units.
- (3)

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.