

Pellini 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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**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 \*  
 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 (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)
Common Stock	07/31/2018 <sup>(1)</sup>		U	(A) or (D) D	Amount 103,711 (2) Price \$ 137 0	D	

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. Amount or Number of Shares
stock option (right to buy)	\$ 0.84	07/31/2018 <sup>(1)</sup>		H	6,949	<sup>(3)</sup> 01/10/2022	Common Stock	6,949
stock option (right to buy)	\$ 0.84	07/31/2018 <sup>(1)</sup>		H	30,548	<sup>(4)</sup> 03/27/2022	Common Stock	30,548
stock option (right to buy)	\$ 4.16	07/31/2018 <sup>(1)</sup>		H	49,224	<sup>(5)</sup> 03/07/2023	Common Stock	49,224
stock option (right to buy)	\$ 7.12	07/31/2018 <sup>(1)</sup>		H	25,625	<sup>(6)</sup> 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
- (3) 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.
- This stock option was granted on March 27, 2012 and vested 25% after one year and then in equal quarterly installments over three years
- (4) 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 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.
- (6) 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. 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.