

Ryan Jason
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 *
Ryan Jason

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

Chief Financial Officer

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		6,955 (2) \$ 137	D	
Common Stock	07/31/2018 ⁽¹⁾		J		42,215 (3) \$ 137	D	

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

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- The amount reported represents the number of vested stock options cancelled in connection with the Tender Offer by Roche and
- (4) converted into the right to receive an amount in cash equal to the product of (1) the offer price of \$137 per share minus the per share exercise price of the vested stock options, multiplied by (2) the number of shares represented by such vested stock options, without interest and less any required withholding taxes.
 - (5) This option was granted on May 21, 2013 and vested in equal quarterly installments beginning on April 1, 2014 until fully vested on January 1, 2018.

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