

# FOUNDATION MEDICINE, INC.

## **FORM 8-K** (Current report filing)

Filed 09/13/17 for the Period Ending 09/08/17

Address	150 SECOND STREET CAMBRIDGE, MA, 02141
Telephone	617-418-2200
CIK	0001488613
Symbol	FMI
SIC Code	8071 - Medical Laboratories
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): September 8, 2017**

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**Foundation Medicine, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36086**  
(Commission  
File Number)

**27-1316416**  
(I.R.S. Employer  
Identification No.)

**150 Second Street**  
**Cambridge, MA**  
(Address of principal executive offices)

**02141**  
(Zip Code)

**Registrant's telephone number, including area code (617) 418-2200**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On September 8, 2017, the Company and Roche entered into a Fifth Amendment (“Amendment”) to the Collaboration Agreement, by and among the Company, F. Hoffmann-La Roche Ltd, and Hoffmann-La Roche Inc., dated January 11, 2015, as amended (the “R&D Collaboration Agreement”), which reduced certain exclusivity provisions relating to blood-based tumor mutational burden assays.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated herein by reference, and by reference to the full text of the R&D Collaboration Agreement, which was attached as Exhibit 10.2 to the Company’s Current Report on Form 8-K/A filed on August 21, 2015.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit  
No.

Description

10.1	<a href="#"><u>Fifth Amendment to Collaboration Agreement, by and among the Company, F. Hoffmann-La Roche Ltd and Hoffman-La Roche Inc., dated September 8, 2017.</u></a>
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 13, 2017

**FOUNDATION MEDICINE, INC.**

By: /s/ Robert W. Hesslein

Robert W. Hesslein

Senior Vice President and General Counsel

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment to Collaboration Agreement, by and among the Company, F. Hoffmann-La Roche Ltd and Hoffman-La Roche Inc., dated September 8, 2017.

**FIFTH AMENDMENT TO  
COLLABORATION AGREEMENT**

This Fifth Amendment (“ **Fifth Amendment** ”) to the Collaboration Agreement (the “ **Agreement** ”) by and between F. Hoffmann-La Roche Ltd, with an office and place of business at Grenzacherstrasse 124, 4070, Basel, Switzerland, and Hoffmann-La Roche Inc., with an office and place of business at 150 Clove Road, Suite 8, Little Falls, New Jersey 07424, U.S.A. (together, “ **Roche** ”), on the one hand, and Foundation Medicine, Inc., with an office and place of business at 150 Second Street, Cambridge, MA 02141, U.S.A. (“ **FMI** ”), on the other hand (each a “ **Party** ,” and collectively, the “ **Parties** ”), as such Agreement has been amended from time to time, is entered into by and between the Parties and shall be considered effective as of the 8<sup>th</sup> of September, 2017 (the “ **Fifth Amendment Effective Date** ”). Capitalized terms used in this Fifth Amendment and not otherwise defined herein are used with the meanings ascribed to them in the Agreement.

1. **Section 1.27.** Section 1.27 of the Agreement is hereby replaced with the following:

**“ 1.27 Excepted Activities**

The term “Excepted Activities” shall mean [... \*\*\*...].

*[Signature page follows.]*

**IN WITNESS WHEREOF**, the Parties hereto have caused this Fifth Amendment to be executed and effective as of the Fifth Amendment Effective Date. All other terms and conditions of the Agreement remain in force and effect.

**FOUNDATION MEDICINE, INC.**

Signed: /s/ Steven J. Kafka  
Name: Steven J. Kafka, Ph.D.  
Title: President & Chief Operating Officer

**F. HOFFMANN-LA ROCHE LTD**

Signed: /s/ Luc Schnitzler  
Name: Luc Schnitzler  
Title: Global Alliance & Asset Director

**F. HOFFMANN-LA ROCHE LTD**

Signed: /s/ Stefan Arnold  
Name: Stefan Arnold  
Title: Head Legal Pharma

**HOFFMANN-LA ROCHE INC.**

Signed: /s/ John P. Parise  
Name: John P. Parise  
Title: Authorized Signatory