

FOUNDATION MEDICINE, INC.

Reported by
KAFKA STEVEN J.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/11/17 for the Period Ending 12/07/17

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

FORM 4

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

OMB APPROVAL
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Form 5 obligations may
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kafka Steven 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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) President & COO
	3. Date of Earliest Transaction (MM/DD/YYYY) 12/7/2017	
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/7/2017		M		1562	A	\$4.16	92549	D	
Common Stock	12/7/2017		S		1562	D	\$61.66 (1)	90987	D	
Common Stock	12/7/2017		M		35156	A	\$7.12	126143	D	
Common Stock	12/7/2017		S		35156	D	\$61.66 (1)	90987	D	
Common Stock	12/7/2017		M		747	A	\$4.16	91734	D	
Common Stock	12/7/2017		S		747	D	\$61.66 (1)	90987	D	
Common Stock	12/7/2017		M		50896	A	\$4.16	141883	D	
Common Stock	12/7/2017		S		50896	D	\$61.66 (1)	90987	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$4.16	12/7/2017		M		1562	(2)	3/7/2023	Common Stock	1562	\$0.00	0	D		
Stock Option (right to buy)	\$7.12	12/7/2017		M		35156	(3)	5/22/2023	Common Stock	35156	\$0.00	0	D		
Stock Option (right to buy)	\$4.16	12/7/2017		M		747	(4)	3/7/2023	Common Stock	747	\$0.00	34	D		
Stock Option (right to buy)	\$4.16	12/7/2017		M		50896	(5)	3/7/2023	Common Stock	50896	\$0.00	0	D		

Explanation of Responses:

- (1) The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.65 to \$62.4, 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.
- (2) This is a non-qualified portion of a stock option granted on March 7, 2013 that vested in equal quarterly installments until fully vested on March 7, 2017.
- (3) This is a non-qualified stock option that was granted on May 22, 2013 and which vested in equal quarterly installments through May 22, 2017.
- (4) This is a stock option granted on March 7, 2013 and which vested in equal quarterly installments until fully vested on March 7, 2017.
- (5) This stock option was granted on March 7, 2013 and vested in equal quarterly installments through January 2, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kafka Steven J. 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE, MA 02141			President & COO
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Signatures

Robert W. Hesslein, Attorney-in-Fact for Steven Kafka

12/11/2017

 **Signature of Reporting Person

 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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