

# **FOUNDATION MEDICINE, INC.**

Reported by  
**MILLER VINCENT A.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 01/02/18

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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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Miller Vincent A.</b>  (Last) (First) (Middle)  <b>150 SECOND STREET, C/O FOUNDATION MEDICINE, INC.</b>  (Street)  <b>CAMBRIDGE, MA 02141</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Foundation Medicine, Inc. [ FMI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/2/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Medical Officer</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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		G	V	500	D	\$62.25	99484	D	
Common Stock	1/2/2018		S		392 (1)	D	\$64.00 (2)	99092 (3)	D	
Common Stock	1/2/2018		S		1248 (4)	D	\$64.00 (2)	97844 (5)	D	
Common Stock	1/2/2018		S		709 (4)	D	\$64.00 (2)	97135 (6)	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				

**Explanation of Responses:**

- (1) Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units on December 31, 2017. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person.
- (2) The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$61.73 to \$64.12, 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.
- (3) The reporting person previously reported all restricted stock units granted to the reporting person on April 9, 2014 in Table I of the Form 4/A filed on May 27, 2014. As such, no adjustment to the reporting persons beneficial interest needs to be made to reflect this vesting event.
- (4) Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units on January 1, 2018. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person.
- (5) The reporting person previously reported restricted stock units granted to the reporting person on April 1, 2016 in Table I of the Form 4 filed on April 6, 2016. As such, no adjustment to the reporting person's beneficial interest needs to be made to reflect the vesting event related to this securities sale.
- (6) The reporting person previously reported the restricted stock units granted to the reporting person on May 1, 2017 in Table I of the Form 4 filed on May 3, 2017. As such, no adjustment to the reporting persons beneficial interest needs to be made to reflect the vesting event related to this securities sale.

**Reporting Owners**

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

<b>Miller Vincent A.</b> <b>150 SECOND STREET</b> <b>C/O FOUNDATION MEDICINE, INC.</b> <b>CAMBRIDGE, MA 02141</b>			<b>Chief Medical Officer</b>
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**Signatures**

**Robert W. Hesslein, as Attorney-in-Fact for Vincent A. Miller**

**1/3/2018**

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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