

FOUNDATION MEDICINE, INC.

Reported by
DALY DAVID

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/10/17 for the Period Ending 08/09/17

Address	150 SECOND STREET CAMBRIDGE, MA 02141
Telephone	617-418-2200
CIK	0001488613
Symbol	FMI
Fiscal Year	12/31

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

1. Name and Address of Reporting Person * Daly David (Last) (First) (Middle) C/O FOUNDATION MEDICINE, INC., 150 SECOND STREET (Street) CAMBRIDGE, MA 02141 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Foundation Medicine, Inc. [FMI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/9/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Commercial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <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	8/9/2017		M		46872	A	\$22.24	163133	D						
Common Stock	8/9/2017		S		46872	D	\$39.50 (1)	116261	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)	\$22.24	8/9/2017		M		46872		(2)	12/5/2024	Common Stock	46872	\$0.00	28128	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 \$39.05 to \$40.25, 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 option was granted on December 5, 2014 and is exercisable (i) with respect to 25% of the shares subject to the options, on November 30, 2015, and (ii) with respect to 6.25% of the shares subject to the option, on each subsequent three month period beginning February 28, 2016 until fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daly David C/O FOUNDATION MEDICINE, INC. 150 SECOND STREET CAMBRIDGE, MA 02141			Chief Commercial Officer	

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact for David Daly

8/10/2017

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.