

# **FOUNDATION MEDICINE, INC.**

Reported by  
**MILLER VINCENT A.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/22/18 for the Period Ending 02/20/18

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

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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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Miller Vincent A.</b>		<b>Foundation Medicine, Inc. [ FMI ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Medical Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>150 SECOND STREET, C/O FOUNDATION MEDICINE, INC.</b>		<b>2/20/2018</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>CAMBRIDGE, MA 02141</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	2/20/2018		M		2633	A	\$4.16	95955	D	
Common Stock	2/20/2018		S		2633 (1)	D	\$76.87 (2)	93322	D	
Common Stock	2/20/2018		M		9375	A	\$7.12	102697	D	
Common Stock	2/20/2018		S		9375 (1)	D	\$76.87 (2)	93322	D	
Common Stock	2/20/2018		S		20000 (1)	D	\$76.87 (2)	73322	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	2/20/2018		M		2633		(3)	3/7/2023	Common Stock	2633	\$0.00	0	D	
Stock Option (right to guy)	\$7.12	2/20/2018		M		9375		(4)	5/21/2023	Common Stock	9375	\$0.00	0	D	

### Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2017.
- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$75.15 to \$78.00, 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.
- The option was granted on March 7, 2013 and vested in equal quarterly installments beginning on June 7, 2013 until fully vested on March 7, 2017.
- This stock 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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Miller Vincent A. 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE, MA 02141</b>			<b>Chief Medical Officer</b>	

### Signatures

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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