

Foundation Medicine, Inc.  
Form 4  
December 09, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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 (Month/Day/Year)  
12/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	12/05/2014		A	(A) or (D) Code V Amount 25,000 (1)	\$ 22.24	25,000	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 22.24	12/05/2014		A	75,000	(2) 12/05/2024	Common Stock	75,000

## 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 Hesslein, as  
Attorney-in-Fact  
12/08/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

The common stock was issued pursuant to a Restricted Stock Unit Award Agreement and the Issuer's 2013 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of FMI common stock. The restricted stock units vest (i) with respect to 25% of the units, on the last trading day of the eleventh calendar month following December 2014, (ii) with respect to 6.25% of the units, on the last trading day of each subsequent three calendar month period, for eleven quarters thereafter, and (iii) with respect to any remaining unvested units, on the last trading day of the twelfth successive three calendar month period.

This option was granted by the Issuer pursuant to its 2013 Stock Option and Incentive Plan. This option to commence vesting and to be exercisable (i) with respect to 25% of the shares subject to the option, on the last trading day of the eleventh calendar month following December 2014, (ii) with respect to 6.25% of the shares subject to the option, on the last trading day of each subsequent three calendar month period, for eleven quarters thereafter, and (iii) with respect to any remaining unvested shares subject to the option, on the last trading day of the twelfth successive three calendar month period.

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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