

Foundation Medicine, Inc.
Form 4
April 09, 2015

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, 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 *
ROCHE HOLDINGS INC

2. Issuer Name and Ticker or Trading Symbol
Foundation Medicine, Inc. [FMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 DNA WAY,, MS #24

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2015

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

See Footnote (1)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/07/2015 | | A | | 5,000,000 (2) | A | \$ 50 5,000,000 D (1) (3) (5) |
| Common Stock | 04/07/2015 | | P | | 15,604,288 (2) | A | \$ 50 20,604,288 D (1) (3) (5) |
| Common Stock | | | | | | | 414,823 D (1) (4) (5) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| ROCHE HOLDINGS INC 1 DNA WAY, MS #24 SOUTH SAN FRANCISCO, CA 94080 | X | X | | See Footnote (1) |
| ROCHE FINANCE LTD GRENZACHERSTRASSE 122 BASEL, V8 CH-4070 | X | X | | See Footnote (1) |
| ROCHE HOLDING LTD GRENZACHERSTRASSE 124 BASEL, V8 CH-4070 | X | X | | See Footnote (1) |

Signatures

| | |
|---|------------|
| ROCHE HOLDINGS, INC., Bruce Resnick, Senior Tax Counsel US, Authorized Signatory, /s/ Bruce Resnick | 04/09/2015 |
| **Signature of Reporting Person | Date |
| ROCHE FINANCE LTD, Peter Eisenring, Head Group Tax and Insurance, Authorized Signatory, /s/ Peter Eisenring | 04/09/2015 |
| **Signature of Reporting Person | Date |
| ROCHE FINANCE LTD, Andreas Knierzinger, Head Group Treasury & Financing, Authorized Signatory, /s/ Andreas Knierzinger | 04/09/2015 |
| **Signature of Reporting Person | Date |

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ROCHE HOLDING LTD, Peter Eisenring, Head Group Tax and Insurance, Authorized Signatory, /s/ Peter Eisenring

04/09/2015

__Signature of Reporting Person

Date

ROCHE HOLDING LTD, Andreas Knierzinger, Head Group Treasury & Financing, Authorized Signatory, /s/ Andreas Knierzinger

04/09/2015

__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).

This statement is being filed jointly by Roche Holdings, Inc. ("Holdings"), Roche Finance Ltd ("Finance") and Roche Holding Ltd ("Parent" and, together with Holdings and Finance, the "Reporting Persons"). Holdings is a wholly owned subsidiary of Finance, which is a wholly owned subsidiary of Parent. Additionally, the Reporting Persons understand that certain shareholders of Parent are party to a shareholder pooling agreement with respect to a significant portion of (but not a majority of) the issued shares of Parent.
- (1) Pursuant to the Transaction Agreement entered into between Holdings and the Issuer, dated January 11, 2015 (the "Transaction Agreement"), on April 7, 2015, (a) Holdings made a primary investment of \$250 million in cash to purchase 5 million newly issued shares of Common Stock of the Issuer (the "Issuance") and (b) Holdings consummated a tender offer to purchase up to 15,604,288 shares of Common Stock of the Issuer (the "Tender Offer" and, together with the Issuance, the "Investment").
- (2) Holdings is the direct beneficial owner of these shares of Common Stock of the Issuer. Finance and Parent are indirect beneficial owners of these shares of Common Stock of the Issuer.
- (3) Finance is the direct beneficial owner of these shares of Common Stock of the Issuer. Parent is the indirect beneficial owner of these shares of Common Stock of the Issuer.
- (4) Each Reporting Person disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims beneficial ownership of any shares of Common Stock of the Issuer that may be or are beneficially owned by any other person or persons other than such Reporting Person. This Form 4 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any shares of Common Stock of the Issuer for any purpose, other than the securities reported in Table I of this Form 4.
- (5)

Remarks:

Pursuant to the Transaction Agreement and the Investor Rights Agreement, dated January 11, 2015, between the Issuer, Holdings

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

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