

Foundation Medicine, Inc.  
 Form 4  
 April 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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**

(Last) (First) (Middle)

1 DNA WAY,, MS #24

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Footnote (1)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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.

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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)
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## 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).
- (1) 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.
- (2) 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").
- (3) 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.
- (4) 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.
- (5) 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.

### 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.

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