Foundation Medicine, Inc.

Form 4 July 06, 2016

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Foundation Medicine, Inc. [FMI]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kafka Steven J.

(Last)

(First)

150 SECOND STREET, C/O

FOUNDATION MEDICINE, INC.

(Middle)

(Street)

07/01/2016

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

President & COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Demirative Counities Assumed Disposed of an Demoficially Or

CAMBRIDGE, MA 02141 (City) (State) (Zip)

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/01/2016		Code V	Amount 109 (1)	or (D)	Price \$ 17.4 (2)	Transaction(s) (Instr. 3 and 4) 116,117 (3)	D	
Common Stock	07/01/2016		S	4,269 (1)	D	\$ 17.39 (4)	111,848 (5)	D	
Common Stock	07/05/2016		S	2,117 (6)	D	\$ 18.26 (7)	109,731 (8)	D	

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

Edgar Filing: Foundation Medicine, Inc. - Form 4

required to respond unless the form 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	tion Date		of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative			Securities				(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration Date	Title Number			
						Exercisable					
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kafka Steven J. 150 SECOND STREET C/O FOUNDATION MEDICINE, INC.

President & COO

CAMBRIDGE, MA 02141

Signatures

Robert W. Hesslein, as Attorney-in-Fact for Steven J. Kafka

07/06/2016

**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).
- Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units on June 30, 2016. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person.
- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.36 to \$17.94, 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 reporting person previously reported restricted stock units granted to the reporting person on April 9, 2014 in Table I of the Form 4/A (3) filed on May 27, 2014. As such, no adjustment to the reporting persons beneficial interest needs to be made to reflect the vesting event on June 30, 2016.

Reporting Owners 2

Edgar Filing: Foundation Medicine, Inc. - Form 4

- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.36 to \$17.90, 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 reporting person previously reported restricted stock units granted to the reporting person on July 15, 2015 in Table I of the Form 4 (5) filed on July 17, 2015. As such, no adjustment to the reporting person's beneficial interest needs to be made to reflect the vesting event related to this securities sale.
- Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units on July 1, 2016. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person.
- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$18.26 to \$18.38, 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 reporting person previously reported restricted stock units granted to the reporting person on April 1, 2016 in Table I of the Form 4 (8) filed on April 6, 2016. As such, no adjustment to the reporting person's beneficial interest needs to be made to reflect the vesting event related to this securities sale.

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.