Ryan Jason Form 4 April 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ryan Jason Issuer Symbol Foundation Medicine, Inc. [FMI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 150 SECOND STREET, C/O 04/01/2018 below) FOUNDATION MEDICINE, INC. Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

CAMBRIDGE, MA 02141

(State)

(7:m)

(City)

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative (| Securi | ties Acqu | iired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|-----------------|--|--------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit or(A) or Dis (Instr. 3, | sposed 4 and 5 (A) or | of (D) | 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 | 04/01/2018 | | Code V A | Amount 12,932 (1) | (D) | Price \$ 78.75 | 62,162 | D | |
| Common Stock | 04/02/2018 | | S | 3,109 (2) | D | \$ 77.55 | 59,053 | D | |
| Common Stock | 04/02/2018 | | S | 3,030 (3) | D | \$ 74.87 | 56,023 <u>(5)</u> | D | |

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

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Titl | e and | 8. Price of | ٥ |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Da | ate | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | 5 |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | • | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | ` | | |] |
| | J | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | | Date | Title Ni | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ryan Jason

150 SECOND STREET

C/O FOUNDATION MEDICINE, INC.

Chief Financial Officer

CAMBRIDGE, MA 02141

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact for Jason
Ryan
04/03/2018

**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 restricted stock units issued pursuant to a Restricted Stock Unit Award Agreement and the Issuer's 2013 Stock Option and
 (1) Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in equal quarterly installments over a three-year period with the first installment vesting on July 1, 2018.
- (2) The sale of these shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2017.
- 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 April 1, 2018. 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.
- (4) The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$71.60 to \$75.00, 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

Reporting Owners 2

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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 (5) 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.