

Miller Vincent A.
Form 4
August 02, 2018

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Vincent A.

(Last) (First) (Middle)

150 SECOND STREET, C/O
FOUNDATION MEDICINE, INC.

(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)

07/31/2018

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 Medical 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 Ownership (Instr. 4)
Common Stock	07/31/2018 ⁽¹⁾		U	(A) or (D) 30,993 (2)	\$ 137	36,186	D
Common Stock	07/31/2018 ⁽¹⁾		J	36,186 (3)	\$ 137	0	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)

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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. Amount or Number of Shares
stock option (right to buy)	\$ 29.94	07/31/2018 ⁽¹⁾		H	14,271 ⁽⁴⁾	⁽⁵⁾ 04/09/2024	Common Stock	14,271

Reporting Owners

Reporting Owner Name / Address	Relationships
Miller Vincent A. 150 SECOND STREET C/O FOUNDATION MEDICINE, INC. CAMBRIDGE, MA 02141	Director 10% Owner Officer Other Chief Medical Officer

Signatures

/s/ Robert W. Hesslein, as Attorney-in-Fact for Vincent A. Miller
08/02/2018

**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).

- Foundation Medicine, Inc., a Delaware corporation (the "Company") entered into an Agreement and Plan of Merger, dated as of June 18, 2018, as amended (the "Merger Agreement"), with Roche Holdings, Inc., a Delaware corporation ("Parent" or "Roche"), and 062018 Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"). Pursuant to the Merger Agreement, Parent caused Merger Sub to conduct a tender offer (the "Tender Offer") for all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of the Company, at a price of \$137 per share. On July 31, 2018, Merger Sub irrevocably accepted for payment all shares that were validly tendered and not withdrawn. On July 31, 2018, following consummation of the Tender Offer, Merger Sub merged with and into the Company.
- (2) The amount reported represents the number of shares sold by the reporting person in connection with the Tender Offer by Roche.
- The amount reported represents the number of unvested restricted stock units cancelled in connection with the Tender Offer by Roche and converted into the right to receive an amount in cash equal to the product of (1) the offer price of \$137 per share multiplied by (2) the number of shares represented by such unvested restricted stock units, without interest and less any required withholding taxes. Payments are subject to the original vesting schedule and vesting conditions applicable to the underlying unvested restricted stock units.
- (4)

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The amount reported represents the number of vested stock options cancelled in connection with the Tender Offer by Roche and converted into the right to receive an amount in cash equal to the product of (1) the offer price of \$137 per share minus the per share exercise price of the vested stock options, multiplied by (2) the number of shares represented by such vested stock options, without interest and less any required withholding taxes.

- (5) Represents the non-qualified portion of a stock option granted on April 9, 2014 with vesting in equal quarterly installments beginning on June 30, 2014 until fully vested on March 31, 2018.

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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