

Foundation Medicine, Inc.  
Form 10-Q/A  
July 18, 2018

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

**FORM 10-Q/A**  
**Amendment No. 1**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended March 31, 2018**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-36086**

**FOUNDATION MEDICINE, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>  <b>incorporation or organization)</b>	<b>27-1316416</b> <b>(I.R.S. Employer</b>  <b>Identification No.)</b>
<b>150 Second Street</b>  <b>Cambridge MA</b> <b>(Address of principal executive offices)</b>	<b>02141</b> <b>(Zip Code)</b>
<b>Registrant's telephone number, including area code: (617) 418-2200</b>	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 25, 2018, the registrant had 37,137,339 shares of common stock, \$0.0001 par value per share, outstanding.



**EXPLANATORY NOTE    EXHIBIT FILING ONLY**

Foundation Medicine, Inc. (the Company ) is filing this Amendment No. 1 (this Amendment ) to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the Form 10-Q ), originally filed on May 2, 2018. This Amendment is an exhibit-only filing in response to comments received from the Securities and Exchange Commission (the Commission ) regarding a request for confidential treatment of certain portions of Exhibit 10.1 originally filed with the Form 10-Q. This Amendment is being filed solely to re-file Exhibit 10.1 based on Commission comments in order to restore certain redacted information in the agreement on such exhibit that was subject to a confidential treatment request. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment is limited in scope to the items identified above and should be read in conjunction with the Form 10-Q. This Amendment does not reflect events occurring after the filing of the Form 10-Q and no revisions are being made to the Company's financial statements pursuant to this Amendment. Other than the filing of the information identified above, this Amendment does not modify or update the disclosure in the Form 10-Q in any way.

**Exhibit**

No.	Exhibit Index
10.1*#	<u>Amended and Restated Ex-US Commercialization Agreement, by and between the Company and F. Hoffmann-La Roche Ltd, dated February 28, 2018.</u>
10.2	<u>Executive Employee Offer Letter by and between the Company and Michael Doherty, dated December 5, 2016, as amended (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q filed on May 2, 2018).</u>
10.3	<u>Executive Employee Offer Letter by and between the Company and Konstantin Fiedler, dated May 1, 2018 (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q filed on May 2, 2018).</u>
10.4	<u>Executive Employee Offer Letter by and between the Company and Melanie Nallicheri, dated September 12, 2016 (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q filed on May 2, 2018).</u>
31.1*	<u>Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101	Interactive Data Files regarding (a) our Condensed Consolidated Balance Sheets as of March 31, 2018 and December 31, 2017, (b) our Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three Months Ended March 31, 2018 and 2017, (c) our Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2018 and 2017, and (d) the Notes to such Condensed Consolidated Financial Statements.

\* Filed herewith.

\*\* Furnished herewith.

# Confidential treatment has been requested for certain information contained in this exhibit. Such information has been omitted and filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf on the date set forth below by the undersigned thereunto duly authorized.

FOUNDATION MEDICINE, INC.

Date: July 18, 2018

By: /s/ Troy Cox  
Troy Cox  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: July 18, 2018

By: /s/ Jason Ryan  
Jason Ryan  
Chief Financial Officer  
(Principal Financial Officer)