

Foundation Medicine, Inc.
Form 4
April 09, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kleiner Perkins Caufield & Byers
XIV, LLC

(Last) (First) (Middle)

2750 SAND HILL ROAD,

(Street)

MENLO PARK, CA 94025

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/07/2015		U	Amount (1) 2,100,328	D \$ 50 502,309	D (2)	
Common Stock	04/07/2015		U	Amount (1) 177,684	D \$ 50 42,495	D (3)	

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Foundation Medicine, Inc. - Form 4

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 Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kleiner Perkins Caufield & Byers XIV, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XIV Associates, LLC C/O KLEINER PERKINS CAUFIELD BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XIV Founders Fund, LLC C/O KLEINER PERKINS CAUFIELD BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Paul Vronsky as Attorney-In-Fact for Kleiner Perkins Caufield & Byers XIV, LLC

04/09/2015

 **Signature of Reporting Person

Date _____

Paul Vronsky as Attorney-In-Fact for KPCB XIV Associates, LLC

04/09/2015

 **Signature of Reporting Person

Date _____

Paul Vronsky as Attorney-In-Fact for KPCB XIV Founders Fund, LLC

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) The amount reported represents the estimated number of shares sold by the reporting person in connection with the tender offer for shares of Common Stock of the Issuer (the "Tender Offer") by Roche Holdings, Inc. ("Roche"). Roche will purchase only a prorated portion of the shares properly tendered by each tendering stockholder. Based on a preliminary count reported by Roche, the preliminary proration factor for the Tender Offer is approximately 80.7%. If necessary, an amended Form 4 will be filed to report the number of

Edgar Filing: Foundation Medicine, Inc. - Form 4

shares actually sold by the reporting person in connection with the Tender Offer once the final proration factor is determined.

- (2) The shares are directly held by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIV is KPCB XIV Associates, LLC ("XIV Associates"). The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.

- (3) The shares are directly held by KPCB XIV Founders Fund, LLC. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIV Founders Fund, LLC is XIV Associates. The voting and dispositive control over the shares is shared by individual managing members of XIV Associates, none of whom has veto power.

Remarks:

The reporting persons disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

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.