

Foundation Medicine, Inc.
Form 4
May 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Google Ventures 2011 GP, L.L.C.

(Last) (First) (Middle)

1600 AMPHITHEATRE
PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Foundation Medicine, Inc. [FMI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	05/14/2015		S		8,600	D	See footnote (2) (3)
					\$ 38.57		
					(1)		
					183,860	I	

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

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SEC 1474 (9-02)

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

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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 Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Google Ventures 2011 GP, L.L.C. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		
Google Ventures 2011, L.P. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		
Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

Google Ventures 2011, L.P., By: Google Ventures 2011 GP, L.L.C., its General Partner, By: Google Inc., its Managing Member, By: /s/ Kenneth H. Yi	05/18/2015
__Signature of Reporting Person	Date
Google Ventures 2011 GP, L.L.C., By: Google Inc., its Managing Member, By: /s/ Kenneth H. Yi	05/18/2015
__Signature of Reporting Person	Date
Google Inc., By: /s/ Kenneth H. Yi	05/18/2015
__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.50 to \$38.78, inclusive. The Reporting Persons undertake to provide to Foundation Medicine, Inc., any security holder of Foundation Medicine, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

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- (2) Shares directly held by Google Ventures 2011, L.P. Google Ventures 2011 GP, L.L.C., the general partner of Google Ventures 2011, L.P., and Google Inc., the managing member of Google Ventures 2011 GP, L.L.C., may each be deemed to have sole power to vote and dispose of these shares. Each of Google Ventures 2011 GP, L.L.C. and Google Inc. disclaim beneficial ownership of the shares except to the extent of any pecuniary interest therein.

- (3) Solely as a result of the Investor Rights Agreement filed as Exhibit 4.1 of the Form 8-K filed by Issuer with the Securities and Exchange Commission on January 12, 2015, the Reporting Persons may be deemed to have beneficial ownership of the (a) 20,604,288 shares directly held by Roche Holdings, Inc., an indirect wholly owned subsidiary of Roche Holding Ltd ("Roche" and together with Roche Holdings, Inc. and Roche Finance Ltd, the "Roche Entities"), (b) 414,823 shares directly held by Roche Finance Ltd, a wholly owned subsidiary of Roche and (c) shares previously held by Third Rock Ventures, L.P. ("TRV"). The Reporting Person disclaims beneficial ownership of any shares of Issuer held by any of the Roche Entities and TRV.

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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