

Foundation Medicine, Inc.
 Form 3
 January 21, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â ROCHE HOLDINGS INC (Last) (First) (Middle) 1 DNA WAY (Street) SOUTH SAN FRANCISCO, Â CA Â 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/11/2015	3. Issuer Name and Ticker or Trading Symbol Foundation Medicine, Inc. [FMI]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X___ 10% Owner ___ Officer ___X___ Other (give title below) (specify below) (1)(2)(3)(4)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	414,823	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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not parties to the Tender and Support Agreements.

As a result of the Transaction Agreement and the Tender and Support Agreements, the Reporting Persons may be deemed to beneficially own more than 10% of the outstanding shares of Common Stock of the Issuer (by reason of being a member of a "group" with the VC

- (4) Investors within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended). This Form 3 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any shares of Common Stock for any purpose, other than the securities reported in Table I of this Form 3, which are currently held by Finance.
- (5) Finance is the direct beneficial owner of these shares of Common Stock of the Issuer. Parent is the indirect beneficial owner of these shares of Common Stock of the Issuer.

Each Reporting Person disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest

- (6) therein, if any. Each Reporting Person also disclaims beneficial ownership of any shares of Common Stock of the Issuer that may be or are beneficially owned by the VC Investors or any other person or persons other than such Reporting Person.

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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