

Foundation Medicine, Inc.

Form 3

January 21, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

1 DNA WAY

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

(1)(2)(3)(4)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person

SOUTH SAN

FRANCISCO,Â CAÂ 94080

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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 (1) (2) (3) Â
(4) (5) (6)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE HOLDINGS INC 1 DNA WAY SOUTH SAN FRANCISCO, CA 94080	Â	Â X	Â	(1)(2)(3)(4)
ROCHE FINANCE LTD GRENZACHERSTRASSE 122 BASEL, V8 CH-4070	Â	Â X	Â	(1)(2)(3)(4)
ROCHE HOLDING LTD GRENZACHERSTRASSE 124 BASEL, V8 CH-4070	Â	Â X	Â	(1)(2)(3)(4)

Signatures

ROCHE HOLDINGS INC., /s/ Beat Kraehenmann,
Attorney-in-fact 01/21/2015

__Signature of Reporting Person Date

ROCHE FINANCE LTD, /s/ Beat Kraehenmann,
Attorney-in-fact 01/21/2015

__Signature of Reporting Person Date

ROCHE HOLDING LTD, /s/ Beat Kraehenmann,
Attorney-in-fact 01/21/2015

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This statement is being filed jointly by Roche Holdings, Inc. ("Holdings"), Roche Finance Ltd ("Finance") and Roche Holding Ltd ("Parent" and, together with Holdings and Finance, the "Reporting Persons"). Holdings is a wholly owned subsidiary of Finance, which is a wholly owned subsidiary of Parent. Additionally, the Reporting Persons understand that certain shareholders of Parent are party to a shareholder pooling agreement with respect to a significant portion of (but not a majority of) the issued shares of Parent.

(2) On January 11, 2015, Holdings and the Issuer entered into a Transaction Agreement (the "Transaction Agreement"), pursuant to which, among other things, (a) Holdings will make a primary investment of \$250 million in cash to purchase 5 million newly issued shares of Common Stock of the Issuer and (b) Holdings will commence a tender offer to purchase outstanding shares of Common Stock of the Issuer. Concurrently with the execution of the Transaction Agreement, and as an inducement for Holdings to enter into the Transaction Agreement and certain other agreements contemplated thereby, each of Google Ventures 2011, L.P., Third Rock Ventures, L.P., and Kleiner Perkins Caufield & Byers XIV, LLC and KPCB XIV Founders Fund, LLC (collectively, the "VC Investors"), entered into tender and support agreements (the "Tender and Support Agreements") with Holdings with respect to the shares of Common Stock of the Issuer beneficially owned by the VC Investors.

(3) Pursuant to the Tender and Support Agreements, the VC Investors have agreed, among other things, (a) to vote their respective shares of Common Stock of the Issuer in favor of certain transaction documents and the transactions contemplated thereby, (b) to tender at least 50% of their respective shares of Common Stock of the Issuer into the tender offer and (c) if it would result in a higher participation in the tender offer, to tender their respective shares of Common Stock of the Issuer in proportion to the other stockholders of the Issuer who are

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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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