

Foundation Medicine, Inc.
Form 4
June 15, 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.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1600 AMPHITHEATRE PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2015

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

MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Stock	06/11/2015		S	15,734	D 35.14 (1)	168,126	I	See footnotes (4) (5)
Common Stock	06/12/2015		S	53,645	D 33.72 (2)	114,481	I	See footnotes (4) (5)
Common Stock	06/15/2015		S	114,481	D 32.33 (3)	0	I	See footnotes (4) (5)

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)

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 Beneficially Owned (Instr. 5)
				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
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 06/15/2015
 __Signature of Reporting Person Date

Google Ventures 2011 GP, L.L.C., By: Google Inc., its Managing Member, By: /s/ Kenneth H. Yi 06/15/2015
 __Signature of Reporting Person Date

Google Inc., By: /s/ Kenneth H. Yi 06/15/2015
 __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 \$34.90 to \$35.42, 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 footnotes (1), (2) and (3) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.00 to \$35.26, inclusive.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.71, inclusive.

(4) Google Inc., the managing member of Google Ventures 2011 GP, L.L.C., may each have been 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.

(5) 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 have been 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"). Google Ventures 2011, L.P. no longer holds shares of the Issuer and, accordingly, the Reporting Persons may not be deemed to beneficially own shares directly held by the Roche Entities or TRV. The Reporting Persons disclaim 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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