

Foundation Medicine, Inc.

Form 3

April 16, 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 Google Ventures 2011 GP,
L.L.C.

(Last) (First) (Middle)

1600 AMPHITHEATRE
PARKWAY

(Street)

MOUNTAIN
VIEW,Â CAÂ 94043

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
04/07/20153. 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)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**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

192,460 ⁽¹⁾

I

See Footnote ⁽²⁾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)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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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	Â	Â X	Â	Â
Google Ventures 2011, L.P. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Â	Â X	Â	Â
Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Â	Â X	Â	Â

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	04/16/2015
_____ **Signature of Reporting Person	Date
Google Ventures 2011 GP, L.L.C, By: Google Inc., its Managing Member, By: /s/ Kenneth H. Yi	04/16/2015
_____ **Signature of Reporting Person	Date
Google Inc., By: /s/ Kenneth H. Yi	04/16/2015
_____ **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).
- Reflects shares held directly by Google Ventures 2011, L.P. 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
- (1) 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"), (b) 414,823 shares directly held by Roche Finance Ltd, a wholly owned subsidiary of Roche and (c) 828,456 shares held by Third Rock Ventures, L.P.
- Shares are 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.
- (2)

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.