

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ryan Jason</u>  (Last) (First) (Middle) 150 SECOND STREET C/O FOUNDATION MEDICINE, INC.  (Street) CAMBRIDGE MA 02141  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Foundation Medicine, Inc. [ FMI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2018		A		12,932 <sup>(1)</sup>	A	\$78.75	62,162	D	
Common Stock	04/02/2018		S		3,109 <sup>(2)</sup>	D	\$77.55	59,053	D	
Common Stock	04/02/2018		S		3,030 <sup>(3)</sup>	D	\$74.87 <sup>(4)</sup>	56,023 <sup>(5)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted stock units issued pursuant to a Restricted Stock Unit Award Agreement and the Issuer's 2013 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in equal quarterly installments over a three-year period with the first installment vesting on July 1, 2018.
- The sale of these shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2017.
- Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units on April 1, 2018. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person.
- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$71.60 to \$75.00, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- The reporting person previously reported restricted stock units granted to the reporting person on April 1, 2016 in Table I of the Form 4 filed on April 6, 2016. As such, no adjustment to the reporting person's beneficial interest needs to be made to reflect the vesting event related to this securities sale.

**Remarks:**

/s/ Robert W. Hesslein, as  
Attorney-in-Fact for Jason      04/03/2018  
Ryan  
 \*\* Signature of Reporting Person      Date

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

\* 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).

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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