

ROCHE HOLDING LTD

Form 4

August 02, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCHE HOLDINGS INC

(Last) (First) (Middle)

1 DNA WAY, MS #24

(Street)

**SOUTH SAN
FRANCISCO, CA 94080**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Foundation Medicine, Inc. [FMI]

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

07/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See footnote (1)

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 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)
Common Stock	07/31/2018		P	Amount (2) (3) 13,877,949	(A) or (D) A \$ 137	34,482,237	D (1) (4) (6)
Common Stock	07/31/2018		P	Amount (2) 2,343,078	A \$ 137	36,825,315	D (1) (4) (6)
Common Stock						414,823	D (1) (5) (6)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
ROCHE HOLDINGS INC 1 DNA WAY, MS #24 SOUTH SAN FRANCISCO, CA 94080	X	X		See footnote (1)
ROCHE FINANCE LTD GRENZACHERSTRASSE 122 BASEL SWITZERLAND, V8 CH-4070	X	X		See footnote (1)
ROCHE HOLDING LTD GRENZACHERSTRASSE 124 BASEL SWITZERLAND, V8 CH-4070	X	X		See footnote (1)

Signatures

ROCHE HOLDINGS, INC., Bruce Resnick, Authorized Signatory, /s/ Bruce Resnick	08/02/2018
__Signature of Reporting Person	Date
ROCHE FINANCE LTD, Dr. Gottlieb Keller, Authorized Signatory, /s/ Gottlieb Keller	08/02/2018
__Signature of Reporting Person	Date
ROCHE FINANCE LTD, Dr. Beat Kraehenmann, Authorized Signatory, /s/ Beat Kraehenmann	08/02/2018
__Signature of Reporting Person	Date
ROCHE HOLDING LTD, Dr. Gottlieb Keller, Authorized Signatory, /s/ Gottlieb Keller	08/02/2018
__Signature of Reporting Person	Date
	08/02/2018

ROCHE HOLDING LTD, Dr. Beat Kraehenmann, Authorized Signatory, /s/ Beat Kraehenmann

__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) 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) Pursuant to the Agreement and Plan of Merger entered into between Holdings, 062018 Merger Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Holdings ("Purchaser") and the Issuer, dated June 18, 2018 (the "Merger Agreement"), on (a) July 2, 2018, Purchaser commenced a tender offer (the "Tender Offer") to purchase all of the outstanding shares of Common Stock of the Issuer not already owned by Parent and its affiliates; (b) immediately after midnight on July 31, 2018, Holdings consummated the Tender Offer to purchase 13,877,949 shares of Common Stock of the Issuer; and (c) also on July 31, 2018, Purchaser merged with and into the Issuer, with the Issuer surviving (the "Merger").
 - (3) Includes certain shares to be delivered pursuant to a notice of guaranteed delivery.
 - (4) Holdings is the direct beneficial owner of these shares of Common Stock of the Issuer. Finance and Parent are indirect beneficial owners of these shares of Common Stock of the Issuer.
 - (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.
 - (6) Each Reporting Person disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest 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 any other person or persons other than such Reporting Person. This Form 4 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any shares of Common Stock of the Issuer for any purpose, other than the securities reported in Table I of this Form 4.

Remarks:

Pursuant to the Transaction Agreement previously entered into between Holdings and the Issuer, dated January 11, 2015, and

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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