

Foundation Medicine, Inc.  
Form S-8  
March 07, 2018

As filed with the Securities and Exchange Commission on March 7, 2018

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**FOUNDATION MEDICINE, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**Foundation Medicine, Inc.**

**27-1316416**  
**(I.R.S. Employer**

**Identification No.)**

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**150 Second Street**

**Cambridge, MA 02141**

**(617) 418-2200**

**(Address of Principal Executive Offices)**

**Foundation Medicine, Inc. 2013 Stock Option and Incentive Plan**

**(Full Title of the Plans)**

**Troy Cox**

**Chief Executive Officer**

**Foundation Medicine, Inc.**

**150 Second Street**

**Cambridge, MA 02141**

**(Name and Address of Agent For Service)**

**(617) 418-2200**

**(Telephone Number, Including Area Code, of Agent For Service)**

*Copy to:*

**Kingsley L. Taft, Esq.**

**Arthur R. McGivern, Esq.**

**Daniel A. Lang, Esq.**

**Goodwin Procter LLP**

**100 Northern Avenue**

**Boston, MA 02210**

**(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company)  Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,461,671 shares <sup>(3)</sup>	\$80.88	\$118,219,950.48	\$14,718.39

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement on Form S-8 (this Registration Statement) shall also cover any additional shares of common stock of the Registrant, par value \$0.0001 per share (the Common Stock), which become issuable under the Registrant's 2013 Stock Option and Incentive Plan (the Plan) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant's Common Stock, as quoted on the Nasdaq Global Select Market, on March 2, 2018.
- (3) Represents an automatic increase to the number of shares available for issuance under the Plan, consisting of an increase of 1,461,671 shares effective January 1, 2018. Shares available for issuance under the Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on September 25, 2013 (Registration No. 333-191380), March 10, 2014 (Registration No. 333-194439),

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January 29, 2015 (Registration No. 333-201756) and March 3, 2017 (Registration No. 333-216413).

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2013 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, which began in 2014, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2018, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,461,671 shares. This Registration Statement registers these additional 1,461,671 shares of Common Stock. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statements filed on Form S-8 (Registration Nos. 333-191380, 333-194439, 333-201756 and 333-216413) on September 25, 2013, March 10, 2014, January 29, 2015 and March 3, 2017, respectively, are effective. The information contained in the Registrant's registration statements on Form S-8 (Registration Nos. 333-191380, 333-194439, 333-201756 and 333-216413) is hereby incorporated by reference pursuant to General Instruction E.

## **Part II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 8. Exhibits.**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<u>Seventh Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on April 7, 2015).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Form 8-K filed on October 2, 2013).</u>
4.3	<u>Form of Common Stock certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-190226) filed on September 12, 2013).</u>
4.4	<u>Second Amended and Restated Investors' Rights Agreement, by and between the Registrant and the Investors named therein, dated as of June 20, 2013 (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-190226) filed on July 29, 2013).</u>
4.5	<u>Amendment to Second Amended and Restated Investors' Rights Agreement, by and between the Registrant and the Investors named therein, dated January 11, 2015 (incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on January 12, 2015).</u>
4.6	<u>Investor Rights Agreement, by and between the Registrant and Roche Holdings, Inc., dated January 11, 2015 (incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on January 12, 2015).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
23.3	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of attorney (included on signature page).</u>
99.1	<u>2013 Stock Option and Incentive Plan and forms of agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-190226) filed on September 12, 2013).</u>

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 7th day of March, 2018.

**FOUNDATION MEDICINE, INC.**

By: /s/ Troy Cox  
 Troy Cox  
*Chief Executive Officer and Director*

**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Troy Cox, Robert W. Hesslein and Jason Ryan as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Troy Cox	Chief Executive Officer and Director	March 7, 2018
Troy Cox	<i>(Principal Executive Officer)</i>	
/s/ Jason Ryan	Chief Financial Officer	March 7, 2018
Jason Ryan	<i>(Principal Financial and Accounting Officer)</i>	
/s/ Michael J. Pellini	Chairman of the Board	March 7, 2018
Michael J. Pellini, M.D.		
/s/ Alexis Borisy	Director	March 7, 2018
Alexis Borisy		

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/s/ Michael R. Dougherty	Director	March 7, 2018
Michael R. Dougherty		
/s/ Sandra Horning	Director	March 7, 2018
Sandra Horning, M.D.		
/s/ Evan Jones	Director	March 7, 2018
Evan Jones		
/s/ Daniel O Day	Director	March 7, 2018
Daniel O Day		
/s/ Michael D. Varney	Director	March 7, 2018
Michael D. Varney, Ph.D.		
/s/ Krishan Yeshwant	Director	March 7, 2018
Krishna Yeshwant, M.D.		