

Foundation Medicine, Inc.  
Form SC 13G/A  
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)\*

Foundation Medicine, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

350465100  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 8

Exhibit Index Contained on Page 7

CUSIP NO. 350465100 13 G Page 2 of 8

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV")  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

		SOLE VOTING POWER
NUMBER OF	5	2,602,637 shares, except that KPCB XIV Associates, LLC ("Associates"), the managing member of KPCB XIV, may be deemed to have sole power to vote these shares.
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		See response to row 5.
EACH		SOLE DISPOSITIVE POWER
REPORTING	7	2,602,637 shares, except that Associates, the managing member of KPCB XIV, may be deemed to have sole power to dispose of these shares.
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,602,637

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.2%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 350465100 13 G Page 3 of 8

1 NAME OF REPORTING PERSONS KPCB XIV Founders Fund, LLC (“KPCB XIV Founders”)  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 220,179 shares, except that Associates, the managing member of KPCB XIV Founders, may be deemed to have sole power to vote these shares. 6 SHARED VOTING POWER See response to row 5. SOLE DISPOSITIVE POWER 7 220,179 shares, except that Associates, the managing member of KPCB XIV Founders, may be deemed to have sole power to dispose of these shares. SHARED DISPOSITIVE POWER 8 See response to row 7.
--	---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 220,179

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.8%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 350465100 13 G Page 4 of 8

1 NAME OF REPORTING PERSONS KPCB XIV Associates, LLC  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,822,816 shares, of which 2,602,637 are directly owned by KPCB XIV and 220,179 are directly owned by KPCB XIV Founders. Associates, the managing member of KPCB XIV and KPCB XIV Founders, may be deemed to have sole power to vote these shares.
6 SHARED VOTING POWER See response to row 5.	SHARED VOTING POWER See response to row 5.
7 SHARED DISPOSITIVE POWER See response to row 7.	SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,822,816

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.0%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 350465100 13 G Page 5 of 8

This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers XIV, LLC, a Delaware limited liability company, KPCB XIV Founders Fund, LLC, a Delaware limited liability company, and KPCB XIV Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
  
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
  
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
  
  - (ii) Shared power to vote or to direct the vote:  
  
See Row 6 of cover page for each Reporting Person.
  
  - (iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

CUSIP NO. 350465100 13 G Page 6 of 8

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

KLEINER  
PERKINS  
CAUFIELD &  
BYERS XIV, LLC,  
a Delaware limited  
liability company

By: KPCB XIV  
ASSOCIATES,  
LLC, a Delaware  
limited liability  
company, its  
managing member

By: /s/ Paul Vronsky  
Paul Vronsky  
General Counsel

KPCB XIV  
FOUNDERS  
FUND, LLC, a  
Delaware limited  
liability company

By: KPCB XIV  
ASSOCIATES,  
LLC, a Delaware  
limited liability  
company, its  
managing member

By: /s/ Paul Vronsky



Paul Vronsky  
General Counsel

KPCB XIV  
ASSOCIATES,  
LLC, a Delaware  
limited liability  
company

By: /s/ Paul Vronsky  
Paul Vronsky  
General Counsel

CUSIP NO. 350465100 13 G Page 7 of 8

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	8

CUSIP NO. 350465100 13 G Page 8 of 8

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.