Verastem, Inc. Form 4 January 09, 2014

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

See Instruction 1(b).

Form 4 or

obligations

may continue.

Form 5

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 \* Paterson Dan

2. Issuer Name and Ticker or Trading Symbol

Issuer

Verastem, Inc. [VSTM]

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/07/2014

C/O VERASTEM, INC.,, 215 FIRST

(Street)

(State)

X\_ Officer (give title

Other (specify

10% Owner

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

below)

below) Chief Business Officer

STREET, SUITE 440

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ 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

CAMBRIDGE, MA 02142

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Zip)

3. Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.59	01/07/2014		A		100,000		<u>(1)</u>	01/06/2024	Common Stock	100,000
Stock Option (Right to Buy)	\$ 13.59	01/07/2014		A		100,000		(2)	01/06/2024	Common Stock	100,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Paterson Dan C/O VERASTEM, INC., 215 FIRST STREET, SUITE 440 CAMBRIDGE, MA 02142

Chief Business Officer

### **Signatures**

/s/ John B. Green, attorney-in-fact

01/09/2014

\*\*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) 25% of this option will vest on January 7, 2015 and then in equal quarterly installments until January 7, 2018.
- The stock options reported in separate lines of Table II of this Form 4 relate to a single stock option grant. This portion of the stock option (2) grant has a vesting commencement date of July 1, 2013. 25% will vest on July 1, 2014 and then in equal quarterly installments until July 1, 2017.

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.

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