

Forrester Robert
 Form 5
 February 06, 2018

FORM 5

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

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Forrester Robert

(Last) (First) (Middle)

C/O VERASTEM, INC., 117 KENDRICK ST, SUITE 500

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Verastem, Inc. [VSTM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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)
President and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-------------------------------------|
| Common Stock | 05/26/2017 | Â | G ⁽¹⁾ | 5,000 D \$ 0 | 213,734 | D | Â |
| Common Stock | 05/26/2017 | Â | G ⁽¹⁾ | 5,000 A \$ 0 | 5,000 | I | By The Claudia Forrester 2001 Trust |
| Common Stock | 05/26/2017 | Â | G ⁽²⁾ | 5,000 D \$ 0 | 208,734 | D | Â |
| | 05/26/2017 | Â | G ⁽²⁾ | 5,000 A \$ 0 | 5,000 | I | |

Common
Stock

By The
Iona
Forrester
2001 Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable (A) | Expiration Date (D) | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Forrester Robert C/O VERASTEM, INC. 117 KENDRICK ST, SUITE 500 NEEDHAM, MA 02494 | Â X | Â | Â President and CEO | Â |

Signatures

/s/ Joseph Chiapponi,
attorney-in-fact

02/06/2018

__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).

- This transaction involved a gift of securities by the Reporting Person to The Claudia Forrester 2001 Trust, the beneficiary of which is
- (1) Claudia Forrester, the Reporting Person's daughter. The Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (2) This transaction involved a gift of securities by the Reporting Person to The Iona Forrester 2001 Trust, the beneficiary of which is Iona Forrester, the Reporting Person's daughter. The Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial

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ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.