

Verastem, Inc.
Form 4
February 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bessemer Venture Partners VII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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)

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	02/01/2012		P	100,000 A	\$ 10 100,000	I	See Footnotes (1) (9) (10) (11)
Common Stock	02/01/2012		C	1,142,857 A	\$ 0 1,242,857	I	See Footnotes (2) (9) (10) (11)
Common Stock	02/01/2012		C	714,285 A	\$ 0 1,957,142	I	See Footnotes (3) (9) (10)

Common Stock	02/01/2012	C	38,095	A	\$ 0	1,995,237	I	(11) See Footnotes (4) (9) (10) (11)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	(5)	02/01/2012		C	4,000,000	(5) (5)	Common Stock 1,142,85
Series B Preferred Stock	(5)	02/01/2012		C	2,500,000	(5) (5)	Common Stock 714,285
Series C Preferred Stock	(5)	02/01/2012		C	133,333	(5) (5)	Common Stock 38,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X	X		
Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS	X	X		

1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

BVP VII SPECIAL OPPORTUNITY FUND LP
C/O BESSEMER VENTURE PARTNERS X X
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Deer VII & Co. L.P.
C/O BESSEMER VENTURE PARTNERS X X
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Deer VII & Co. Ltd.
C/O BESSEMER VENTURE PARTNERS X X
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Deer Management Co. LLC
C/O BESSEMER VENTURE PARTNERS X X
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Signatures

/s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P., the General Partner for BVP VII Special Opportunity Fund L.P., Bessemer Venture Partners VII Institutional L.P. and Bessemer Venture Partners VII L.P. 02/03/2012

__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P. 02/03/2012

__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd. 02/03/2012

__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Managing Member for Deer Management Co. LLC 02/03/2012

__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) In connection with the closing of the initial public offering of the Issuer on February 1, 2012, Bessemer Venture Partners VII L.P. ("Bessemer VII") purchased 32,000 shares, Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") purchased 14,000 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") purchased 54,000 shares (collectively, the "IPO Shares").
 - (2) Following the conversion of the Series A Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 365,714 shares. Bessemer VII Institutional owned 160,000 shares. BVP VII owned 617,143 shares.
 - (3) Following the conversion of the Series B Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 228,571 shares. Bessemer VII Institutional owned 100,000 shares. BVP VII owned 385,714 shares.
 - (4)

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Following the conversion of the Series C Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 12,191 shares. Bessemer VII Institutional owned 5,333 shares. BVP VII owned 20,571 shares.

- (5) These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Preferred Shares"), are convertible at any time at the holder's election and do not have an expiration date. At the closing of the Issuer's initial public offering on February 1, 2012, the Preferred Shares converted at a ratio of 3.5-to-1 into shares of common stock.
- (6) Bessemer VII owned 1,280,000 shares. Bessemer VII Institutional owned 560,000 shares. BVP VII owned 2,160,000 shares.
- (7) Bessemer VII owned 800,000 shares. Bessemer VII Institutional owned 350,000 shares. BVP VII owned 1,350,000 shares.
- (8) Bessemer VII owned 42,667 shares. Bessemer VII Institutional owned 18,667 shares. BVP VII owned 71,999 shares.

- (9) Deer VII & Co. L.P. ("Deer VII") is the general partner of each of the Funds. Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII. Deer Management Co. LLC ("Deer Management") is the management company affiliate of the Funds. The Funds, together with Deer VII, Deer Ltd. and Deer Management, are the "Bessemer Entities." Deer VII disclaims beneficial ownership of the shares of common stock reported herein (the "Common Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Common Shares, except to the extent of its pecuniary interest, if any, in the Common Shares by virtue of its general partner interests in the Funds.(Continued in Footnote 10)

- (10) Deer Ltd. disclaims beneficial ownership of the Common Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Common Shares, except to the extent of its pecuniary interest, if any, in the Common Shares by virtue of its general partner interest in Deer VII. Deer Management disclaims beneficial ownership of the Common Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Common Shares.

- (11) Stephen Kraus, an employee of Deer Management, serves as the representative of the Bessemer Entities on the Issuer's board of directors.

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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