

Westphal Christoph H
 Form 4
 February 03, 2012

FORM 4

**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).

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 *
 Westphal Christoph H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O VERASTEM, INC., 215 FIRST STREET, SUITE 440

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

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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		C	1,142,857 A	1,142,857	I	By Longwood Fund, L.P. (3)
Common Stock	02/01/2012		C	1,000,000 A	2,142,857	I	By Longwood Fund, L.P. (3)
Common Stock	02/01/2012		C	126,984 A	2,269,841	I	By Longwood Fund, L.P. (3)

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Common Stock	02/01/2012	A	600,000	A	\$ 10	2,869,841	I	By Longwood Fund, L.P. (3)
Common Stock						502,857	D	
Common Stock						125,714	I	By the Fountain Irrevocable Trust of 2010

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	(1)	02/01/2012		C	4,000,000	(1) (2)	Common Stock 1,142,851
Series B Preferred Stock	(1)	02/01/2012		C	3,500,000	(1) (2)	Common Stock 1,000,001
Series C Preferred Stock	(1)	02/01/2012		C	444,444	(1) (2)	Common Stock 126,9841

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Westphal Christoph H
C/O VERASTEM, INC. X X President and CEO
215 FIRST STREET, SUITE 440
CAMBRIDGE, MA 02142

Signatures

/s/ Paul Brannelly, as attorney-in-fact 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) Each share of preferred stock automatically converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering without payment of consideration.
- (2) Not applicable.
- (3) Longwood Fund GP, LLC is the sole General Partner of Longwood Fund, L.P. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by LongwoodFund L.P. (the "Longwood Shares"). Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

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.