

Verastem, Inc.  
Form 4  
October 28, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**ALDRICH RICHARD**

(Last) (First) (Middle)

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

(Street)

**CAMBRIDGE, MA 02142**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2013**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 10/28/2013                           |  | P <sup>(1)</sup>               | 1,000 A \$ 11.26  | 18,000  | I  | By Richard H. Aldrich 2005 Revocable Trust            |
| Common Stock                    |                                      |  |                                |   | 407,142   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,869,841   | I  | By Longwood Fund, L.P. <sup>(2)</sup>                 |

Common  
Stock

135,714 I

By Richard  
H. Aldrich  
Irrevocable  
Trust of  
2011

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALDRICH RICHARD<br>C/O VERASTEM, INC., 215 FIRST STREET,<br>SUITE 440<br>CAMBRIDGE, MA 02142 | X             | X         |         |       |

## Signatures

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

10/28/2013

\*\*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) The purchase(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 30, 2013.

## Edgar Filing: Verastem, Inc. - Form 4

- 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 Longwood Fund L.P. (the "Longwood Shares").
- (2) 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 the Longwood Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood 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.