

Verastem, Inc.
Form 4
February 03, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GADICKE ANSBERT

(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)
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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2012		C		1,142,857	A	<u>11</u>	1,142,857	I	By MPM Bioventures V, LP ⁽³⁾
Common Stock	02/01/2012		C		714,286	A	<u>11</u>	1,857,143	I	By MPM Bioventures V, LP ⁽³⁾
Common Stock	02/01/2012		C		76,190	A	<u>11</u>	1,933,333	I	By MPM Bioventures V, LP ⁽³⁾
Common Stock	02/01/2012		P		96,260	A	\$ 10	2,029,593	I	By MPM Bioventures

Common Stock	02/01/2012	P	3,740	A	\$ 10	3,740	I	V, LP ⁽³⁾ By MPM Asset Management Investors BV5 LLC ⁽³⁾
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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	<u>(1)</u>	02/01/2012		C	4,000,000	<u>(1)</u>	<u>(2)</u>	Common Stock	1,142,85 <u>(1)</u>
Series B Preferred Stock	<u>(1)</u>	02/01/2012		C	2,500,000	<u>(1)</u>	<u>(2)</u>	Common Stock	714,286 <u>(1)</u>
Series C Preferred Stock	<u>(1)</u>	02/01/2012		C	266,666	<u>(1)</u>	<u>(2)</u>	Common Stock	76,190 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GADICKE ANSBERT C/O VERASTEM, INC. 215 FIRST STREET, SUITE 440 CAMBRIDGE, MA 02142	X

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) The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

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