

KAILIAN VAUGHN M
Form 3
February 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â MPM BIOVENTURES V,
L.P.

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT,Â 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
01/26/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
Former 10% stockholder

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,142,857	\$ (1)	D (2)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	714,286	\$ (1)	D (2)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	76,190	\$ (1)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES V, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
MPM BIOVENTURES V GP LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
MPM BIOVENTURES V LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
Foley Todd C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
Scopa James Paul C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Former 10% stockholder
	Â	Â	Â	Former 10% stockholder

St Peter Steven
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

Vander Vort John
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116
Former 10% stockholder

Signatures

/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC, the General Partner of MPM BioVentures V, L.P. 02/03/2012

__Signature of Reporting Person Date

/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC 02/03/2012

__Signature of Reporting Person Date

/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC 02/03/2012

__Signature of Reporting Person Date

/s/ Luke Evnin 02/03/2012

__Signature of Reporting Person Date

/s/ Todd Foley 02/03/2012

__Signature of Reporting Person Date

/s/ Vaughn M. Kailian 02/03/2012

__Signature of Reporting Person Date

/s/ James Paul Scopa 02/03/2012

__Signature of Reporting Person Date

/s/ Steven St. Peter 02/03/2012

__Signature of Reporting Person Date

/s/ John Vander Vort 02/03/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 will automatically convert into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares had no expiration date.

MPM BioVentures V GP LLC ("MPM V GP") is the general partner of MPM BioVentures V, L.P. ("MPM V LP") and MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM V GP. Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn

(2) Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM V LP. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

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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