



Verastem Oncology Announces Pricing of \$85.0 Million Public Offering of Common Stock and Pre-Funded Warrants

June 16, 2023 at 5:00 AM EDT

BOSTON--(BUSINESS WIRE)--Jun. 16, 2023-- Verastem Oncology, (Nasdaq: VSTM), a biopharmaceutical company committed to advancing new medicines for patients with cancer, today announced the pricing of an underwritten public offering of 7,181,409 shares of its common stock at a price to the public of \$9.75 per share and, in lieu of common stock to certain investors, pre-funded warrants to purchase up to an aggregate of 1,538,591 shares of its common stock at a price of \$9.749 per pre-funded warrant, which represents the per share public offering price for the common stock less the \$0.001 per share exercise price for each such pre-funded warrant. In connection with the offering, Verastem Oncology has granted the underwriters a 30-day option to purchase up to an additional 1,308,000 shares of its common stock at the public offering price, less underwriting discounts and commissions. The gross proceeds from the offering, before deducting underwriting discounts and commissions and other offering expenses payable by Verastem Oncology, are expected to be approximately \$85.0 million. The offering is expected to close on June 21, 2023, subject to customary conditions. All of the securities to be sold in the offering are to be sold by Verastem Oncology.

RBC Capital Markets and Cantor are acting as joint book-running managers and representatives of the underwriters for the offering. BTIG is acting as lead manager for the offering. H.C. Wainwright & Co. and A.G.P./Alliance Global Partners are acting as co-managers for the offering.

Verastem Oncology intends to use the net proceeds from the public offering for (i) continued research and development of its product candidates (ii) potential launch of avotemetinib and defactinib in low-grade serous ovarian cancer, and (iii) working capital and other general corporate purposes.

A shelf registration statement on Form S-3 relating to the public offering of the securities described above was declared effective by the Securities and Exchange Commission (the "SEC") on April 6, 2022. The offering is being made by means of a written prospectus and prospectus supplement that form a part of the registration statement. Before you invest, you should read the preliminary prospectus supplement relating to and describing the terms of the public offering, the accompanying base prospectus, and the related registration statement and other documents that Verastem Oncology has filed with the SEC for more complete information about Verastem Oncology and the offering. An electronic copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering is free and can be found by visiting EDGAR on the SEC website at www.sec.gov. An electronic copy of the final prospectus supplement and accompanying prospectus relating to the offering will be available on the SEC website at www.sec.gov or may be obtained, when available, by contacting RBC Capital Markets, LLC, Attention: Equity Capital Markets, 200 Vesey Street, 8th Floor, New York, NY, 10281, or by telephone at (877) 822-4089 or by email at equityprospectus@rbccm.com or Cantor Fitzgerald & Co., Attention: Capital Markets, 499 Park Avenue, 4th Floor, New York, NY, 10022, by email at prospectus@cantor.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Verastem Oncology

Verastem Oncology (Nasdaq: VSTM) is a development-stage biopharmaceutical company committed to the development and commercialization of new medicines to improve the lives of patients diagnosed with cancer. Our pipeline is focused on novel small molecule drugs that inhibit critical signaling pathways in cancer that promote cancer cell survival and tumor growth, including RAF/MEK inhibition and focal adhesion kinase (FAK) inhibition.

Forward-looking statements:

Certain of the statements made in this press release, including those relating to Verastem Oncology's public offering, are forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," "can," "promising" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement. Applicable risks and uncertainties include, without limitation: our ability to successfully complete the offering on the timeline and with terms and conditions satisfactory to us; the possible adverse impact on the market price of our shares of common stock due to the dilutive effect of the securities to be sold in the offering; capital market risks; and the impact of general economic or industry conditions. There can be no assurance that we will be able to complete the public offering on the anticipated terms, or at all. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this press release. Other risks and uncertainties include those identified in Verastem Oncology's Annual Report on Form 10-K for the year ended December 31, 2022 as filed with the SEC on March 14, 2023 and any subsequent SEC filings, including the registration statement and prospectus supplement related to the offering. The forward-looking statements contained in this press release reflect Verastem Oncology's views as of the date of this release, and Verastem Oncology does not undertake and specifically disclaims any obligation to update any forward-looking statements.

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Source: Verastem Oncology