

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Verastem, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

27-3269467
(I.R.S Employer Identification No.)

117 Kendrick St., Suite 500
Needham, MA
(Address of Principal Executive Offices)

02494
(Zip Code)

2012 Incentive Plan
(Full title of the plan)

Robert Forrester
President and Chief Executive Officer
Verastem, Inc.
117 Kendrick St., Suite 500
Needham, MA 02494
(781) 292-4200

(Name, address, and telephone number, including area code, of agent for service)

With copies to:
Marko S. Zatylny
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	1,285,714 shares	\$ 2.04	\$ 2,622,856.56	\$ 303.99

(1) This Registration Statement covers an aggregate of 1,285,714 shares of the Registrant’s Common Stock, par value \$0.0001 per share (the “Common Stock”) reserved for issuance under the Registrant’s 2012 Incentive Plan and includes shares that may be added in the future pursuant to the “evergreen” provisions of the Registrant’s 2012 Incentive Plan. The “evergreen” provision provides that on each January 1 an additional number of shares equal to the lesser of (i) 1,285,714 shares of Common Stock, (ii) 4% of the then-outstanding shares of the Registrant or (iii) an amount determined by the board of directors of the Registrant will be added to the shares authorized for issuance under the 2012 Incentive Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.

(2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Market on June 14, 2017 to be \$2.13 and \$1.95, respectively.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 1,285,714 shares under the Registrant's 2012 Incentive Plan. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-180475) filed with the Securities and Exchange Commission on March 30, 2012.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index following the signature page.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Needham, Commonwealth of Massachusetts on June 15, 2017.

VERASTEM, INC.

By: /s/ Robert Forrester
Robert Forrester
President and Chief Executive Officer

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POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Robert Forrester and Joseph Chiapponi, and each of them singly, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them singly, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Robert Forrester</u> Robert Forrester	President, Chief Executive Officer (Principal executive officer) and Director	June 15, 2017
<u>/s/ Joseph Chiapponi</u> Joseph Chiapponi	Vice President, Finance (Principal financial and accounting officer)	June 15, 2017
<u>/s/ Timothy Barberich</u> Timothy Barberich	Director	June 15, 2017
<u>/s/ Michael Kauffman</u> Michael Kauffman, M.D., Ph.D.	Director	June 15, 2017
<u>/s/ Alison Lawton</u> Alison Lawton	Director	June 15, 2017

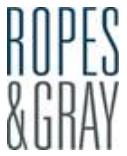
<u>/s/ S. Louise Phanstiel</u> S. Louise Phanstiel	Director	June 15, 2017
<u>/s/ Eric Rowinsky</u> Eric Rowinsky, M.D.	Director	June 15, 2017
<u>/s/ Bruce Wendel</u> Bruce Wendel	Director	June 15, 2017

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed by the Registrant with the Securities and Exchange Commission on March 30, 2012)
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registration Statement on Form S-1 filed by the Registrant with the Securities and Exchange Commission on January 13, 2012)
4.3	2012 Incentive Plan (incorporated by reference to Exhibit 10.2 to Amendment No. 3 to the Registration Statement on Form S-1 filed by the Registrant with the Securities and Exchange Commission on January 13, 2012)
5.1	Opinion of Ropes & Gray LLP (filed herewith)
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
24.1	Power of attorney (included on the signature page of this Registration Statement under the caption "Power of Attorney")

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ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

June 15, 2017

Verastem, Inc.
117 Kendrick, Suite 500
Needham, MA 02494

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Verastem, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,285,714 shares of Common Stock, \$0.0001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2012 Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes and Gray LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2012 Incentive Plan of Verastem, Inc. of our report dated March 23, 2017, with respect to the consolidated financial statements of Verastem, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 15, 2017
