

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM S-3

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 Street, Suite 500, Needham, MA, 02494

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Robert Forrester
President and
Chief Executive Officer**

Verastem, Inc.

117 Kendrick Street, Suite 500

Needham, MA 02494

(781) 292-4200

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

With copies to:

Marko Zatylny, Esq.

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

(617) 951-7000

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-217048**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 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(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, par value \$0.0001 per share			\$ 7,000,000	\$ 871.50

- (1) The Registrant previously registered such indeterminate amount of the Registrant's Common Stock, Preferred Stock, Warrants and Debt Securities having an aggregate offering price not to exceed \$150,000,000 on a Registration Statement on Form S-3 (File No. 333-217048), which was filed on March 30, 2017 and declared effective on April 24, 2017. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional indeterminate amount of the Registrant's Common Stock as shall have an aggregate offering price not to exceed \$7,000,000 are being registered hereunder. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover such additional securities of the Registrant that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Represents the registration fee only for the additional amount of securities being

registered hereby. The Registrant previously registered Common Stock, Preferred Stock, Warrants and Debt Securities pursuant to a Registration Statement on Form S-3 (File No. 333-217048), as amended, for which a fee of \$17,385 was paid.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (“Rule 462(b)”), and General Instruction IV.A. to Form S-3 to register the Registrant’s Common Stock, with an aggregate initial offering price not to exceed \$7,000,000. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Registrant’s Registration Statement on Form S-3 (File No. 333-217048), filed with the Securities and Exchange Commission (the “SEC”) on March 30, 2017, and declared effective by the SEC on April 24, 2017, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index attached to and filed with this registration statement.

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1†	Power of Attorney.

† Previously filed as Exhibit 24.1 to the Registrant’s Registration Statement on Form S-3 (File No. 333-217048) filed on March 30, 2017 and incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Needham, Commonwealth of Massachusetts, on June 14, 2018.

Verastem, Inc.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Forrester</u> Robert Forrester	Chief Executive Officer and President <i>(Principal Executive Officer)</i>	June 14, 2018
<u>/s/ Dan Paterson</u> Dan Paterson	Chief Operating Officer <i>(Principal Financial Officer, Principal Accounting Officer)</i>	June 14, 2018
<u>/s/ Timothy Barberich</u> Timothy Barberich	Director	June 14, 2018
<u>/s/ Michael Kauffman</u> Michael Kauffman	Director	June 14, 2018
<u>*</u>	Director	June 14, 2018

Alison Lawton

*

Director

June 14, 2018

S. Louise Phanstiel

/s/ Eric Rowinsky

Director

June 14, 2018

Eric Rowinsky

/s/Brian Stuglik

Director

June 14, 2018

Brian Stuglik

/s/Bruce Wendel

Director

June 14, 2018

Bruce Wendel

*By:

/s/ Robert Forrester

Robert Forrester
Attorney-in-Fact

June 14, 2018

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

Re: Registration of Securities by Verastem, Inc.

Ladies and Gentlemen:

We have acted as counsel to Verastem, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-3 (the "Registration Statement") filed on the date hereof by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration under the Securities Act and the proposed issuance and sale from time to time pursuant to Rule 415 under the Securities Act of shares of the Company's common stock, \$0.0001 par value per share (the "Common Stock").

In connection with this opinion letter, 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. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the laws of the State of New York and the Delaware General Corporation Law.

Based upon and subject to the foregoing and the assumptions, qualifications and limitations set forth below, we are of the opinion that when (i) the issuance and sale of any shares of Common Stock have been duly authorized by all necessary corporate action of the Company and (ii) such shares have been issued and delivered against payment of the purchase price therefor (in an amount in excess of the par value thereof) in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such shares of Common Stock will be validly issued, fully paid and nonassessable.

In rendering the opinions set forth above, we have assumed that (i) the Registration Statement will have become effective under the Securities Act, a prospectus supplement will have been prepared and filed with the Commission describing the Common Stock offered thereby and such Common Stock will have been issued and sold in accordance with the terms of such prospectus supplement; (ii) a definitive purchase, underwriting, or similar agreement pursuant to which such Common Stock may be issued, will have been duly authorized, executed and delivered by the Company and the other parties thereto, and the specific terms of such Common Stock will have been duly established in conformity with the applicable agreement and the certificate of incorporation and bylaws of the Company (if applicable); (iii) at the time of the issuance of any Common Stock, the Company will be a validly existing corporation under the law of its jurisdiction of incorporation; (iv) the number of shares of Common Stock issued pursuant to the Registration Statement, together with the number of shares outstanding or reserved at the time of issuance, will not exceed the respective number of shares authorized by the Company's certificate of incorporation in effect at the time of such issuance; and (v) all the foregoing actions to be taken by the Company will have been taken so as not to violate any applicable law and so as to comply with any requirement or restriction imposed by any court or governmental or regulatory body having jurisdiction over the Company or any of its property.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." 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 of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP
Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our reports dated March 13, 2018, with respect to the consolidated financial statements of Verastem, Inc. and the effectiveness of internal control over financial reporting included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 14, 2018
