

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 21, 2012**

**Verastem, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35403**  
(Commission  
File Number)

**27-3269467**  
(IRS Employer  
Identification No.)

**215 First Street, Suite 440, Cambridge, MA**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 252-9300**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Resignation or removal of directors other than as a result of disagreement or removal for cause.

The Board of Directors of Verastem, Inc. (the "Company") accepted the resignations of Stephen Kraus, on November 21, 2012, and Ansbert Gadicke, M.D., on November 26, 2012, from their positions as members of the Company's Board of Directors.

(d) Election of Director.

November 26, 2012, the Board of Directors of the Company unanimously voted to elect Alison Lawton, 51, and Michael Kauffman, M.D., Ph.D., 49, as directors of the Company. Ms. Lawton is expected to serve as a member of the Company's Nominating and Corporate Governance Committee. Mr. Kauffman is expected to serve as a member of the Company's Compensation Committee.

In connection with their election as directors, Ms. Lawton and Mr. Kauffman each received a stock option grant of 25,000 shares of the Company's common stock. Consistent with the Company's director compensation policy, Ms. Lawton and Mr. Kauffman will be eligible to receive certain annual cash retainer fees and an annual stock option grant of 12,500 shares of common stock. Ms. Lawton and Mr. Kauffman entered into customary indemnification agreements with the Company.

A press release announcing Ms. Lawton's and Mr. Kauffman's appointment is filed as Exhibit 99.1 hereto.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERASTEM, INC.

Date: November 26, 2012

By: /s/ Paul Brannelly  
Paul Brannelly  
Vice President, Finance

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Verastem, Inc. on November 26, 2012

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## Alison Lawton and Michael Kauffman Join Verastem Board of Directors

**CAMBRIDGE, Mass. — Nov. 26, 2012** — Verastem, Inc., (NASDAQ: VSTM) a clinical-stage biopharmaceutical company focused on discovering and developing drugs to treat cancer by the targeted killing of cancer stem cells, announced the appointment of Alison Lawton and Michael Kauffman, M.D., Ph.D., to its Board of Directors.

“Together, Ms. Lawton and Dr. Kauffman bring leadership in the clinical, regulatory and commercial aspects of the biopharmaceutical industry to Verastem at a transformative time in our development,” said Henri Termeer, Lead Director of Verastem. “On behalf of the Verastem Board of Directors, I am very pleased to welcome Alison and Michael and look forward to their contributions as we begin to demonstrate the clinical benefits of targeting cancer stem cells.”

In conjunction with the appointments, Steven Kraus of Bessemer Venture Partners and Ansbert Gadicke, M.D., of MPM Capital have stepped down from the Board of Directors.

“We deeply thank Steve and Ansbert for their valuable service to Verastem,” said Christoph Westphal, M.D., Ph.D., Chairman and CEO of Verastem. “They have made important contributions as we progressed from translating the pioneering research on cancer stem cells by Dr. Bob Weinberg to the design of clinical trials, including a potential registration trial of VS-6063 next year.”

Alison Lawton has been with Genzyme Corp. (now NYSE: SNY) for 21 years and is currently Senior Vice President and General Manager of the Sanofi Biosurgery Business Unit. Ms. Lawton has led global functional organizations including Regulatory Affairs and Corporate Quality Systems, Policy Programs, Health Outcomes and Strategic Pricing, Patient Safety and Risk Management and BMRA Process Excellence and Training. Ms. Lawton spent 8 years in the UK at Parke-Davis and is past President and Chair of the Board of Regulatory Affairs Professional Society and is currently a director of Cubist Pharmaceuticals (NASDAQ: CBST) and MassMEDIC.

“Verastem has a unique insight into cancer biology, remarkable scientific leadership and a highly dedicated management team focused on eradicating a cause of cancer recurrence and metastasis,” said Ms. Lawton. “I am excited to contribute to Verastem as the Company plans to initiate important clinical trials.”

Dr. Michael Kauffman is the cofounding CEO of Karyopharm Therapeutics. Previously, he was the Chief Medical Officer of Onyx Pharmaceuticals Inc., where he was a key leader in the development of Kyprolis™ (carfilzomib), a novel proteasome inhibitor approved in refractory myeloma. Dr. Kauffman was CEO of Proteolix (now Onyx) and is past President and Chief Executive Officer of EPIX Pharmaceuticals, Inc. (previously Predix Pharmaceuticals, Inc.). He played a key role in the Velcade® Development Program at Millennium Pharmaceuticals, and held a number of senior positions at Millennium Predictive Medicine and Biogen. Dr. Kauffman received his MD and Ph.D. from Johns Hopkins Medical School and is board certified in internal medicine.

“I believe that Verastem is on the leading edge of realizing the immense therapeutic potential of targeting cancer stem cells,” said Dr. Kauffman. “I am particularly enthusiastic about the identification of biomarkers to aid efficient trial design and identification of patients most likely to respond to treatment.”

### About Verastem, Inc.

Verastem, Inc. (NASDAQ: VSTM) is a clinical-stage biopharmaceutical company focused on discovering and developing drugs to treat cancer by the targeted killing of cancer stem cells. Cancer stem cells are an underlying cause of tumor recurrence and metastasis. Verastem is developing small molecule inhibitors of signaling pathways that are critical to cancer stem cell survival and proliferation: FAK, PI3K/mTOR and Wnt. For more information, please visit [www.verastem.com](http://www.verastem.com).

*Kyprolis™ is a trademark of Onyx Pharmaceuticals, Inc. Velcade® is a registered trademark of Millennium Pharmaceuticals, Inc.*

### Forward-looking statements:

This press release includes forward-looking statements about the Company’s strategy, future plans and prospects, including statements regarding the development of the Company’s compounds, including VS-6063, the timeline for clinical development and regulatory approval of the Company’s compounds and the structure of the Company’s planned clinical trials. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “target,” “potential,” “will,” “would,” “could,” “should,” “continue,” 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 the risks that the preclinical testing of the Company’s compounds may not be predictive of the success of later clinical trials, that the Company will be unable to successfully complete the clinical development of its compounds, that the development of the Company’s compounds will take longer or cost more than planned, and that the Company’s compounds will not receive regulatory approval or become commercially successful products. Other risks and uncertainties include those identified under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 and in any subsequent SEC filings. The forward-looking statements contained in this presentation reflect the Company’s current views with respect to future events, and the Company does not undertake and specifically disclaims any obligation to update any forward-looking statements.

### Verastem, Inc.

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