SEC F	Form 4
-------	--------

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

I

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

J	
OMB Number:	3235-0287
Estimated average bu	rden
hours per response:	0.5

1. Name and Address of Reporting Person [*] Forrester Robert			2. Issuer Name and Ticker or Trading Symbol Verastem, Inc. [VSTM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Х	Officer (give title below)	Other (specify below)		
C/O VERASTEM, INC., 117 KENDRICK ST,			09/19/2017		President, CEO and Director			
SUITE 500								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (Check Applicable		
(Street)				Line)				
NEEDHAM	MA	02494		X	Form filed by One Report	ting Person		
,					Form filed by More than One Report Person			
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		Code		v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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

										· · · · · · · · · · · · · · · · · · ·					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		es g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.37	09/19/2017		A		50,000		09/19/2017	06/14/2026	Common Stock	50,000	\$0	100,000 ⁽¹⁾	D	

Explanation of Responses:

1. On June 14, 2016, the Reporting Person was granted an option to purchase 100,000 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance milestones by the end of June, 2017 and the end of June, 2018. 50% of the performance criteria was met on September 19, 2017, resulting in vesting of the option as to 50,000 shares.

/s/ Joseph Chiapponi, attorney- in-fact	<u>09/21/2017</u>
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.