

OMB APPROVAL	
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**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

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

<b>1. Name and Address of Reporting Person*</b> <u>Paterson Dan</u>  (Last) (First) (Middle) <u>C/O VERASTEM, INC.,</u> <u>117 KENDRICK ST., SUITE 500</u>  (Street) <u>NEEDHAM MA 02494</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Verastem, Inc. [ VSTM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/11/2024</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$110.28	03/11/2024		D		12,064	(2)	01/08/2025	Common Stock	12,064	(1)	0	D		
Stock Option (right to buy)	\$25.56	03/11/2024		D		11,166	(3)	11/08/2025	Common Stock	11,166	(1)	0	D		
Stock Option (right to buy)	\$22.32	03/11/2024		D		5,500	(4)	12/31/2025	Common Stock	5,500	(1)	0	D		
Stock Option (right to buy)	\$16.44	03/11/2024		D		8,333	(5)	06/13/2026	Common Stock	8,333	(1)	0	D		
Stock Option (right to buy)	\$35.64	03/11/2024		D		6,249	(6)	01/05/2028	Common Stock	6,249	(1)	0	D		
Stock Option (right to buy)	\$35.64	03/11/2024		D		3,750	(7)	01/05/2028	Common Stock	3,750	(1)	0	D		
Stock Option (right to buy)	\$42.12	03/11/2024		D		6,250	(8)	01/03/2029	Common Stock	6,250	(1)	0	D		
Stock Option (right to buy)	\$21.72	03/11/2024		D		20,832	(9)	06/21/2029	Common Stock	20,832	(1)	0	D		
Stock Option (right to buy)	\$16.08	03/11/2024		D		16,666	(10)	12/13/2029	Common Stock	16,666	(1)	0	D		
Stock Option (right to buy)	\$16.08	03/11/2024		D		12,500	(11)	12/13/2029	Common Stock	12,500	(1)	0	D		
Stock Option (right to buy)	\$26.4	03/11/2024		D		33,962	(12)	12/18/2030	Common Stock	33,962	(1)	0	D		
Stock Option (right to buy)	\$28.32	03/11/2024		D		30,708	(13)	01/04/2031	Common Stock	30,708	(1)	0	D		

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$11.44	03/11/2024		A		144,137		(I)	03/11/2034	Common Stock	144,137	(I)	144,137	D	
Stock Option (right to buy)	\$11.44	03/11/2024		A		23,843		(I)	03/11/2034	Common Stock	23,843	(I)	23,843	D	

**Explanation of Responses:**

- On March 11, 2024, pursuant to the Issuer's option exchange program, the Issuer canceled certain eligible unexercised options granted to the Reporting Person with an exercise price greater than \$15. In exchange, the Reporting Person received (i) in the case of the canceled options that were fully vested as of March 8, 2024, a grant of 144,137 stock options that will vest in two equal installments over a two-year period from March 11, 2024 (the "Grant Date") and (ii) in the case of the canceled options there were unvested as of March 8, 2024, a grant of 23,843 stock options that will vest as to 25% on the first anniversary of the Grant Date and as to an additional 6.25% at the end of each successive three-month period following the first anniversary of the Grant Date until the fourth anniversary of the Grant Date, subject to the Reporting Person's continued service to the Issuer on the vesting date.
- The canceled option was granted on January 8, 2015 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period following the first anniversary of the grant date until the fourth anniversary of the grant date.
- The canceled option was granted on November 9, 2015 and provided for vesting as to 50% of the shares underlying the option on the first anniversary of the grant date, and vesting as to the remaining 50% of the shares underlying the option on the second anniversary of the grant date.
- The canceled option was granted on January 1, 2016 and provided for vesting as to 50% of the shares underlying the option on November 9, 2016, and vesting as to the remaining 50% of the shares underlying the option on November 9, 2017.
- The canceled option was granted on June 14, 2016 and provided for vesting as to 50% of the shares underlying the option upon satisfaction of a certain performance milestone met in June 2017, and vesting as to the remaining 50% of the shares underlying the option upon satisfaction of a certain performance milestone met in September 2017.
- The canceled option was granted on January 5, 2018 and provided for vesting as to 25% of the shares underlying the option on January 1, 2019 and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period after such date until January 1, 2022.
- The canceled option was granted on January 5, 2018 and provided for vesting based on the achievement of certain performance milestones which were met by June 30, 2018 and by March 31, 2019.
- The canceled option was granted on January 3, 2019 and provided for vesting as to 25% of the shares underlying the option on January 1, 2020 and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period after such date until January 1, 2023.
- The canceled option was granted on June 21, 2019 and provided for vesting as to 50% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 12.5% of the shares underlying the option on each successive three month period after such date until the second anniversary of the grant date.
- The canceled option was granted on December 13, 2019 and provided for vesting as to 50% of the shares underlying the option on the first anniversary of the grant date and vesting as to 12.5% of the shares underlying the option at the end of each successive three-month period following the first anniversary of grant date until the second anniversary of the grant date.
- The canceled option was granted on December 13, 2019 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period after such date until the fourth anniversary of the grant date.
- The canceled option was granted on December 18, 2020 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period following the first anniversary of the grant date until the fourth anniversary of the grant date.
- The canceled option was granted on December 15, 2021 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 6.25% of the shares underlying the option at the end of each successive three-month period following the first anniversary of the grant date until the fourth anniversary of the grant date.

/s/ Daniel Calkins, Attorney in  
Fact 03/13/2024

\*\* 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.

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