SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* **GADICKE ANSBERT** (Last)　(First)　(Middle) C/O VERASTEM, INC. 215 FIRST STREET, SUITE 440 (Street) CAMBRIDGE　MA　02142 (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **Verastem, Inc.** [VSTM] 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2012 4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director
☐ 10% Owner
☐ Officer (give title below)
☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2012		C		1,142,857	A	(1)	1,142,857	I	By MPM Bioventures V, LP[3]
Common Stock	02/01/2012		C		714,286	A	(1)	1,857,143	I	By MPM Bioventures V, LP[3]
Common Stock	02/01/2012		C		76,190	A	(1)	1,933,333	I	By MPM Bioventures V, LP[3]
Common Stock	02/01/2012		P		96,260	A	$10	2,029,593	I	By MPM Bioventures V, LP[3]
Common Stock	02/01/2012		P		3,740	A	$10	3,740	I	By MPM Asset Management Investors BV5 LLC[3]

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				
Series A Preferred Stock	(1)	02/01/2012		C			4,000,000	(1)	(2)	Common Stock	1,142,857[1]	$0	0	I	By MPM Bioventures V, LP[3]
Series B Preferred Stock	(1)	02/01/2012		C			2,500,000	(1)	(2)	Common Stock	714,286[1]	$0	0	I	By MPM Bioventures V, LP[3]
Series C Preferred Stock	(1)	02/01/2012		C			266,666	(1)	(2)	Common Stock	76,190[1]	$0	0	I	By MPM Bioventures V, LP[3]

Explanation of Responses:

1. Each share of preferred stock automatically converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering without payment of consideration.

2. Not applicable.

3. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

/s/ Paul Brannelly, as attorney-in-fact

02/03/2012

** Signature of Reporting Person　Date