

**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): **January 17, 2024**

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.)
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117 Kendrick Street, Suite 500, Needham, MA (Address of Principal Executive Offices)	02494 (Zip Code)
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Registrant's telephone number, including area code: **(781) 292-4200**

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.0001 par value per share	VSTM	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Special Meeting of Stockholders (the “Special Meeting”) of Verastem, Inc. (the “Company”) was held in Needham, Massachusetts on January 17, 2024. There were 25,268,102 shares of common stock entitled to vote at the Special Meeting. A total of 16,016,215 shares of common stock were represented at the Special Meeting in person or by proxy. At the Special Meeting, the stockholders considered and acted upon the following proposal:

Proposal No. 1 – *Option Exchange*. The Company’s stockholders approved the one-time exchange of certain options to purchase shares of the Company’s common stock that are held by certain executive officers, other employees, and non-employee directors of the Company for new options to purchase shares of the Company’s common stock. 8,197,712 shares voted for the proposal; 7,793,121 shares voted against the proposal; and 25,382 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

SIGNATURES

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.

Dated: January 19, 2024

By: /s/ Daniel W. Paterson

Daniel W. Paterson

Chief Executive Officer
