

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Bessemer Venture Partners VII L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2012	3. Issuer Name and Ticker or Trading Symbol <u>Verastem, Inc. [ VSTM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	01/26/2012	(1)	Common Stock	1,142,857	(2)	I	See notes <sup>(3)(6)(7)</sup>
Series B Preferred Stock	01/26/2012	(1)	Common Stock	714,285	(2)	I	See notes <sup>(4)(6)(7)</sup>
Series C Preferred Stock	01/26/2012	(1)	Common Stock	38,095	(2)	I	See notes <sup>(5)(6)(7)</sup>

1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VII L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VII Institutional L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BVP VII SPECIAL OPPORTUNITY FUND LP</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)
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(Street)		
LARCHMONT	NY	10538
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Deer Management Co. LLC</a>		
_____		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
_____		
(Street)		
LARCHMONT	NY	10538
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Shares"), are convertible at any time at the holder's election and do not have an expiration date.
2. Upon the closing of the Issuer's initial public offering, the Shares will convert at a ratio of 3.5-to-1 into the number of shares of Common Stock shown in column 3 above.
3. Bessemer Venture Partners VII L.P. ("Bessemer VII") owns 1,280,000 shares. Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") owns 560,000 shares. BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") owns 2,160,000 shares.
4. Bessemer VII owns 800,000 shares. Bessemer VII Institutional owns 350,000 shares. BVP VII owns 1,350,000 shares.
5. Bessemer VII owns 42,667 shares. Bessemer VII Institutional owns 18,667 shares. BVP VII owns 71,999 shares.
6. Deer VII & Co. L.P. ("Deer VII") is the general partner of each of the Funds. Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII. Deer Management Co. LLC ("Deer Management") is the management company affiliate of the Funds. The Funds, together with Deer VII, Deer Ltd. and Deer Management, are the "Bessemer Entities." Deer Management disclaims beneficial ownership of the Shares.
7. Stephen Kraus, an employee of Deer Management, serves as the representative of the Bessemer Entities on the Issuer's board of directors.

[/s/ J. Edmund Colloton,](#)  
[Director, Deer VII & Co. Ltd.,](#)  
[the General Partner for Deer](#)  
[VII & Co. L.P., the General](#)  
[Partner for BVP VII Special](#)     [01/26/2012](#)  
[Opportunity Fund L.P.,](#)  
[Bessemer Venture Partners VII](#)  
[Institutional L.P. and Bessemer](#)  
[Venture Partners VII L.P.](#)  
  
[/s/ J. Edmund Colloton,](#)  
[Managing Member for Deer](#)     [01/26/2012](#)  
[Management Co. LLC](#)

\*\* 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 5 (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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