

**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

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

1. Name and Address of Reporting Person* <u>Rowinsky Eric K</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)	2. Issuer Name and Ticker or Trading Symbol <u>Verastem, Inc. [ VSTM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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			

**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					
Stock Option (right to buy)	\$25.08	03/11/2024		D			4,166	(2)	06/13/2027	Common Stock	4,166	(1)	0	D
Stock Option (right to buy)	\$67.08	03/11/2024		D			2,157	(3)	06/11/2028	Common Stock	2,157	(1)	0	D
Stock Option (right to buy)	\$21.72	03/11/2024		D			2,083	(4)	06/21/2029	Common Stock	2,083	(1)	0	D
Stock Option (right to buy)	\$21.24	03/11/2024		D			2,083	(5)	06/16/2030	Common Stock	2,083	(1)	0	D
Stock Option (right to buy)	\$49.92	03/11/2024		D			2,083	(6)	06/28/2031	Common Stock	2,083	(1)	0	D
Stock Option (right to buy)	\$11.44	03/11/2024		A			12,572	(1)	03/11/2034	Common Stock	12,572	(1)	12,572	D

**Explanation of Responses:**

- On March 11, 2024, the Issuer cancelled, pursuant to the Issuer's option exchange program, certain eligible unexercised options with an exercise price greater than \$15.00 granted to the Reporting Person. In exchange, the Reporting Person received a grant of 12,572 stock options that will vest in two equal installments over a two-year period from March 11, 2024 (with the number of shares vesting on each vesting date will be rounded down to the nearest whole share, except with respect to the vesting dates on which all remaining unvested shares shall vest), provided the Reporting Person continues to serve as a director of or other service provider to the Issuer on each such vesting date.
- The canceled stock option was granted on June 13, 2017 and provided for vesting in twelve monthly installments through June 13, 2018, with the first monthly installment vesting on July 13, 2017.
- The canceled stock option was granted on June 21, 2018 and provided for vesting in twelve equal monthly installments beginning on July 11, 2018 ending on June 11, 2019.
- The canceled stock option was granted on June 21, 2019 and provided for vesting in twelve equal monthly installments beginning on July 21, 2019 and ending on June 21, 2020.
- The canceled stock option was granted on June 16, 2020 and provided for vesting in twelve equal monthly installments beginning on the June 30, 2020 and ending on May 31, 2021.
- The canceled stock option was granted on June 28, 2021 and provided for vesting in twelve equal month installments beginning on the on the last day of each month over a period from June 2021 to May 2022.

/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.

**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.**