

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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1. Name and Address of Reporting Person * <u>Kraus Stephen</u> (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVENUE, SUITE 104</u> (Street) <u>LARCHMONT NY 10538</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>02/01/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		P		0	A	\$10	0	I	See footnotes ⁽¹⁾⁽⁹⁾
Common Stock	02/01/2012		C		0	A	\$0	0	I	See footnotes ⁽²⁾⁽⁹⁾
Common Stock	02/01/2012		C		0	A	\$0	0	I	See footnotes ⁽³⁾⁽⁹⁾
Common Stock	02/01/2012		C		0	A	\$0	0	I	See footnotes ⁽⁴⁾⁽⁹⁾

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
Series A Preferred Stock	(5)	02/01/2012		C		0		(5)	(5)	Common Stock	0	\$0	0	I	See footnotes ⁽⁶⁾⁽⁹⁾
Series B Preferred Stock	(5)	02/01/2012		C		0		(5)	(5)	Common Stock	0	\$0	0	I	See footnotes ⁽⁷⁾⁽⁹⁾
Series C Preferred Stock	(5)	02/01/2012		C		0		(5)	(5)	Common Stock	0	\$0	0	I	See footnotes ⁽⁸⁾⁽⁹⁾

Explanation of Responses:

- In connection with the closing of the initial public offering of the Issuer on February 1, 2012, Bessemer Venture Partners VII L.P. ("Bessemer VII") purchased 32,000 shares, Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") purchased 14,000 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") purchased 54,000 shares (collectively, the "IPO Shares").
- Following the conversion of the Series A Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 365,714 shares. Bessemer VII Institutional owned 160,000 shares. BVP VII owned 617,143 shares.
- Following the conversion of the Series B Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 228,571 shares. Bessemer VII Institutional owned 100,000 shares. BVP VII owned 385,714 shares.
- Following the conversion of the Series C Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 12,191 shares. Bessemer VII Institutional owned 5,333 shares. BVP VII owned 20,571 shares.
- These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Preferred Shares"), are convertible at any time at the holder's election and do not have an expiration date. At the closing of the Issuer's initial public offering on February 1, 2012, the Preferred Shares converted at a ratio of 3.5-to-1 into shares of common stock.
- Bessemer VII owned 1,280,000 shares. Bessemer VII Institutional owned 560,000 shares. BVP VII owned 2,160,000 shares.
- Bessemer VII owned 800,000 shares. Bessemer VII Institutional owned 350,000 shares. BVP VII owned 1,350,000 shares.
- Bessemer VII owned 42,667 shares. Bessemer VII Institutional owned 18,667 shares. BVP VII owned 71,999 shares.
- Mr. Kraus is an employee of Deer Management and disclaims beneficial ownership of the shares of common stock (the "Common Shares"). This report shall not be deemed an admission that Mr. Kraus is the beneficial owner of such Common Shares, except to the extent of his pecuniary interest, if any, in the Common Shares by virtue of his interest in Deer VII & Co. L.P., the general partner of each of the Funds, and his indirect limited partnership interest in Bessemer VII.

/s/ Stephen Kraus

02/03/2012

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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