

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>CHP III LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O CARDINAL PARTNERS 230 NASSAU STREET</u></p> <hr/> <p>(Street)</p> <p><u>PRINCETON NJ 08542</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><u>01/26/2012</u></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Verastem, Inc. [ VSTM ]</u></p> <hr/> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>	<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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			
<u>Series A Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>1,142,857</u>	(1)	D <sup>(2)</sup>	
<u>Series B Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>714,285</u>	(1)	D <sup>(2)</sup>	
<u>Series C Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>126,984</u>	(1)	D <sup>(2)</sup>	

<p>1. Name and Address of Reporting Person*</p> <p><u>CHP III LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O CARDINAL PARTNERS 230 NASSAU STREET</u></p> <hr/> <p>(Street)</p> <p><u>PRINCETON NJ 08542</u></p> <hr/> <p>(City) (State) (Zip)</p>
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<p>1. Name and Address of Reporting Person*</p> <p><u>CHP III Management, L.L.C.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O CARDINAL PARTNERS 230 NASSAU STREET</u></p> <hr/> <p>(Street)</p> <p><u>PRINCETON NJ 08542</u></p> <hr/> <p>(City) (State) (Zip)</p>
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**Explanation of Responses:**

1. Each share of preferred stock will automatically convert into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
2. CHP III Management, L.L.C. is the sole General Partner of CHP III, L.P. John K. Clarke, Brandon H. Hull, Charles G. Hadley and John J. Park. (collectively, the "Managing Members") are Managing Members of CHP III Management, L.L.C., and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of CHP III, L.P. (the "CHP III Shares"). Each of the Managing Members disclaim beneficial ownership of the CHP III Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

/s/ John J. Park, Managing  
Member of CHP III  
Management, L.L.C., the      01/27/2012  
General Partner of CHP III,  
L.P.

\*\* 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.

**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.**