

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Verastem, Inc.**

(Name of Issuer)

**Common Stock, \$0.0001 par value**

(Title of Class of Securities)

**92337C203**

(CUSIP Number)

**December 31, 2023**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. <b>92337C203</b>		
<b>1</b>	NAMES OF REPORTING PERSONS <b>Vivo Opportunity Fund Holdings, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER <b>1,538,461</b>
	<b>6</b>	SHARED VOTING POWER <b>0</b>
	<b>7</b>	SOLE DISPOSITIVE POWER <b>1,538,461</b>
	<b>8</b>	SHARED DISPOSITIVE POWER <b>0</b>
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,538,461</b>	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>6.1%</b>	
<b>12</b>	TYPE OF REPORTING PERSON (See Instructions) <b>PN</b>	

- (1) The shares of common stock, par value \$0.0001 per share (the "Common Stock") of Verastem, Inc. (the "Issuer") are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund Holdings, L.P.
- (2) Based upon 25,267,436 shares of Common Stock outstanding as of November 7, 2023, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 8, 2023.

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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>6.1%</b>	
<b>12</b>	TYPE OF REPORTING PERSON (See Instructions) <b>OO</b>	

- (1) The shares of Common Stock of the Issuer are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund Holdings, L.P.
- (2) Based upon 25,267,436 shares of Common Stock outstanding as of November 7, 2023, as reported in the Issuer's Form 10-Q filed with the SEC on November 8, 2023.

**ITEM 1. (a) NAME OF ISSUER:**

Verastem, Inc.

**(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

117 Kendrick Street, Suite 500

Needham, MA 02494

**ITEM 2. (a) NAME OF PERSON FILING:**

This Schedule 13G/A is filed jointly by Vivo Opportunity Fund Holdings, L.P. and Vivo Opportunity, LLC

**(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

192 Lytton Avenue, Palo Alto, CA 94301

**(c) CITIZENSHIP:**

Vivo Opportunity Holdings, L.P. is a Delaware limited partnership.

Vivo Opportunity, LLC is a Delaware limited liability company.

**(d) TITLE OF CLASS OF SECURITIES:**

Common stock, \$0.0001 par value

**(e) CUSIP NUMBER:**

92337C203

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(j), please specify the type of institution: \_\_\_\_\_

Not Applicable.

**ITEM 4. OWNERSHIP.**

- (a) **AMOUNT BENEFICIALLY OWNED:** 1,538,461
- (b) **PERCENT OF CLASS:** 6.1%
- (c) **NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:**
  - (i) Sole power to vote or to direct the vote: 1,538,461 shares
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,538,461 shares
  - (iv) Shared power to dispose of or to direct the disposition of: 0

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not Applicable.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not Applicable.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.**

Not Applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

NOT APPLICABLE.

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP.**

NOT APPLICABLE.

**ITEM 10. CERTIFICATIONS.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Vivo Opportunity Fund Holdings, L.P.**

February 13, 2024  
\_\_\_\_\_  
(Date)

/s/ Kevin Dai  
\_\_\_\_\_  
(Signature)

Managing Member  
\_\_\_\_\_  
(Title)

**Vivo Opportunity, LLC**

February 13, 2024  
\_\_\_\_\_  
(Date)

/s/ Kevin Dai  
\_\_\_\_\_  
(Signature)

Managing Member  
\_\_\_\_\_  
(Title)