As filed with the Securities and Exchange Commission on November 5, 2026

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Verastem, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**27-3269467**
(State or other jurisdiction of incorporation or organization)	(I.R.S Employer Identification No.)
117 Kendrick St., Suite 500 **Needham, MA**	**02494**
(Address of Principal Executive Offices)	(Zip Code)

2014 Inducement Award Program
(Full title of the plan)

Daniel Paterson
President and Chief Executive Officer
Verastem, Inc.
117 Kendrick St., Suite 500
Needham, MA 02494
(781) 292-4200
(Name, address, and telephone number, including area code, of agent for service)

With copies to:
Marko S. Zatylny
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 500,000 shares under the Registrant's 2014 Inducement Award Program. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statements on Form S-8 (File Nos. 333-201075, 333-218768, 333-223616, 333-228309, 333-229430, 333-277948, 333-291253 and 333-296364) filed with the Securities and Exchange Commission on December 19, 2014, June 15, 2017, March 13, 2018, November 9, 2018, January 30, 2019, March 14, 2024, November 4, 2025 and May 29, 2026, respectively.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit	Description
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant on March 12, 2019)
4.2	Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed by the Registrant on March 12, 2019)
4.3	Certificate of Amendment to the Restated Certificate of Incorporation of Verastem, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on May 21, 2020)
4.4	Certificate of Amendment to the Restated Certificate of Incorporation of Verastem, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on May 31, 2023)
4.5	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registration Statement on Form S-1 filed by the Registrant with the Securities and Exchange Commission on January 13, 2012)
4.6	Form of Inducement Award Nonstatutory Stock Option Agreement (incorporated by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-K filed by the Registrant on March 13, 2018)
4.7	Form of Inducement Award Restricted Stock Unit Agreement (incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, filed by the Registrant with the Securities and Exchange Commission on November 7, 2018)
4.8	Form of Inducement Nonstatutory Stock Option Agreement (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed by the Registrant on May 7, 2020)
4.9	Form of Inducement Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed by the Registrant on May 7, 2020)
4.10	Form of Inducement Nonstatutory Stock Option Agreement (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed by the Registrant on August 2, 2021)
4.11	Form of Inducement Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed by the Registrant on August 2, 2021)
5.1	Opinion of Ropes & Gray LLP (filed herewith)
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
24.1	Power of attorney (included on the signature page of this Registration Statement under the caption "Power of Attorney")
107	Filing Fee Table (filed herewith)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Needham, Commonwealth of Massachusetts on November 5, 2026.

VERASTEM, INC.

By: /s/ Daniel Paterson
Daniel Paterson
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Daniel Paterson and Daniel Calkins, and each of them singly, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them singly, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
/s/ Daniel Paterson Daniel Paterson	President, Chief Executive Officer and Director (Principal executive officer)	November 5, 2026
/s/ Daniel Calkins Daniel Calkins	Chief Financial Officer (Principal financial and accounting officer)	November 5, 2026
/s/ Michael P. Bailey Michael P. Bailey	Director	November 5, 2026
/s/ Paul A. Bunn, M.D. Paul A. Bunn, M.D.	Director	November 5, 2026
/s/ John H. Johnson John H. Johnson	Director	November 5, 2026
/s/ Anil Kapur Anil Kapur	Director	November 5, 2026
/s/ Michael Kauffman Michael Kauffman, M.D., Ph.D.	Director	November 5, 2026
/s/ Michelle Robertson Michelle Robertson	Director	November 5, 2026
/s/ Eric Rowinsky, M.D. Eric Rowinsky, M.D.	Director	November 5, 2026
/s/ Brian Stuglik Brian Stuglik	Director	November 5, 2026
/s/ Karin Tollefson Karin Tollefson	Director	November 5, 2026

Exhibit 5.1

ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

November 5, 2026

Verastem, Inc.
117 Kendrick Street, Suite 500
Needham, MA 02494

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Verastem, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 500,000 shares of Common Stock, $0.0001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2014 Inducement Award Program (the "Program").

We are familiar with the actions taken by the Company in connection with the adoption of the Program. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Program, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP
Ropes & Gray LLP

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Inducement Award Program of Verastem, Inc. of our report dated March 4, 2026, with respect to the consolidated financial statements of Verastem, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
November 5, 2026

Calculation of Filing Fee Tables

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Verastem, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, $0.0001 par value per share	Other	500,000	$ 9.71	$ 4,855,000.00	0.000087	$ 422.38
				Total Offering Amounts:		$ 4,855,000.00		$ 422.38
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 422.38

Offering Note

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(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of the Registrant's common stock, par value $0.0001 per share (the "Common Stock"), as may be issued under the Registrant's 2014 Inducement Award Program (the "Inducement Award Plan") to prevent dilution from stock splits, stock dividends and similar transactions.

(2) Represents an aggregate of 500,000 shares of the Registrant's Common Stock that may be issued pursuant to awards granted or to be granted in accordance with Nasdaq Listing Rule 5635(c)(4), as an inducement material to an individual's entering into employment with the Registrant under the Registrant's Inducement Award Plan.

(3) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Capital Market on October 30, 2026 to be $9.92 and $9.50, respectively.

(4) The Registrant does not have any fee off-sets.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
					Rule 457(p)						
Fee Offset Claims											
Fee Offset Sources											