

Verastem, Inc.
Form 4
April 02, 2015

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Westphal Christoph H

(Last) (First) (Middle)

C/O VERASTEM, INC., 117
KENDRICK STREET, SUITE 500

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Verastem, Inc. [VSTM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	03/31/2015		F	2,817 (1) D \$ 10.49	674,328 (2)	D	
Common Stock					1,230,769	I	By Longwood Fund II, LP (3)
Common Stock					26	I	By Longwood Fund (4)
Common Stock					143,554	I	By Longwood

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Common Stock				125,714	I		Fund GP, LLC ⁽⁵⁾ By the Fountain Irrevocable Trust of 2010
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable Expiration Date	Title	Amount or Number of Shares	
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address Relationships: Director 10% Owner Officer Other

Westphal Christoph H
C/O VERASTEM, INC.,
117 KENDRICK STREET, SUITE 500 X Executive Chairman
NEEDHAM, MA 02494

Signatures

/s/ Monica Singh Kleinman, as attorney-in-fact 04/01/2015

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Shares withheld by Registrant to satisfy statutory withholding requirements upon vesting of restricted stock units.

(2) Represents 635,588 shares of common stock and 38,740 restricted stock units. Total reflects the forfeiture of 6,456 restricted stock units on March 31, 2015, which were forfeited pursuant to the terms of Christoph Westphal's offer letter dated September 18, 2012.

(3) Longwood Fund II GP, LLC is the sole General Partner of Longwood Fund, II L.P. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund II GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by Longwood Fund, II L.P. (the "Longwood II LP Shares"). Each of the Managers disclaims beneficial ownership of the Longwood II LP Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood II LP Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood II LP Shares for purposes of Section 16 or for any other purpose.

(4) Longwood Fund GP, LLC is the sole General Partner of Longwood Fund, L.P. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by Longwood Fund L.P. (the "Longwood LP Shares"). Each of the Managers disclaims beneficial ownership of the Longwood LP Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood LP Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood LP Shares for purposes of Section 16 or for any other purpose.

(5) Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by Longwood Fund GP, LLC (the "Longwood GP Shares"). Each of the Managers disclaims beneficial ownership of the Longwood GP Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood GP Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood GP Shares for purposes of Section 16 or for any other purpose.

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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