Verastem, Inc. Form 4 July 02, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* ALDRICH RICHARD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Verastem, Inc. [VSTM]

(Check all applicable)

(Last)

(City)

(Middle)

(Zip)

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

\_X\_\_ Director Officer (give title \_X\_\_ 10% Owner \_ Other (specify

C/O VERASTEM, INC., 215 FIRST

(Street)

(State)

(First)

STREET,, SUITE 440

Filed(Month/Day/Year)

07/01/2013

below)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CAMBRIDGE, MA 02142

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| ` */                                 | ` ′                                     | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \                       | ie i - Non-i                           | Derivative                              | Secu  | riues Acq   | luirea, Disposea   | oi, or Benefic   | lany Owned  |
|--------------------------------------|---|---|--|---|-------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>on(A) or Di<br>(Instr. 3, | spose | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 07/01/2013                              |   | P <u>(1)</u>                           | 1,000                                   | A     | \$<br>14.11 | 1,000  | I  | By Richard<br>H. Aldrich<br>2005<br>Revocable<br>Trust            |
| Common<br>Stock                      |   |   |  |   |       |             | 407,142  | D  |   |
| Common<br>Stock                      |   |   |  |   |       |             | 2,869,841  | I  | By<br>Longwood<br>Fund, L.P.                                      |

Common Stock

135,714

By Richard H. Aldrich Irrevocable Trust of 2011

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

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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 | 2. Conversion                            | 3. Transaction Date (Month/Day/Year) |                  | 4.             | 5.<br>tionNumber | 6. Date Exer<br>Expiration D |                    | 7. Titl        |  | 8. Price of Derivative |
|------------------------|--|--------------------------------------|------------------|----------------|------------------|------------------------------|--------------------|----------------|--|------------------------|
| Security (Instr. 3)    | or Exercise Price of Derivative Security | (Month/Day/Tear)                     | (Month/Day/Year) | Code (Instr. 8 | of               | (Month/Day/<br>e<br>S        |                    | Under<br>Secur | rlying                                 | Security (Instr. 5)    |
|                        |  |                                      |                  | Code '         | V (A) (D)        | Date<br>Exercisable          | Expiration<br>Date | Title          | Amount<br>or<br>Number<br>of<br>Shares |                        |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| ALDRICH RICHARD<br>C/O VERASTEM, INC., 215 FIRST STREET,<br>SUITE 440<br>CAMBRIDGE, MA 02142 | X             | X         |         |       |  |  |

### **Signatures**

/s/John B. Green, 07/02/2013 attorney-in-fact

\*\*Signature of Reporting Person

## **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) The purchase(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 30, 2013.

Reporting Owners 2

#### Edgar Filing: Verastem, Inc. - Form 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 Shares"). Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest

therein, and the inclusion of the Longwood Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.