

Kraus Stephen
 Form 3
 January 26, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Kraus Stephen</p> <p>(Last) (First) (Middle)</p> <p>C/O BESSEMER VENTURE PARTNERS, ^ 1865 PALMER AVENUE, SUITE 104</p> <p>(Street)</p> <p>LARCHMONT, ^ NY ^ 10538</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/26/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Verastem, Inc. [VSTM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|------------|-------|-----------------|--------|--------|----------------------------------|-------------------|
| Series A Preferred Stock | 01/26/2012 | Â (1) | Common Stock | 0 | \$ (2) | I | See notes (3) (6) |
| Series B Preferred Stock | 01/26/2012 | Â (1) | Common Stock | 0 | \$ (2) | I | See notes (4) (6) |
| Series C Preferred Stock | 01/26/2012 | Â (1) | Common Stock | 0 | \$ (2) | I | See notes (5) (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kraus Stephen C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | Â X | Â | Â | Â |

Signatures

/s/ Paul Brannelly,
attorney-in-fact

01/26/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Shares"), are convertible at any time at the holder's election and do not have an expiration date.
- (2) Upon the closing of the Issuer's initial public offering, the Shares will convert at a ratio of 3.5-to-1 into the number of shares of Common Stock shown in column 3 above.

Bessemer Venture Partners VII L.P. ("Bessemer VII") owns 1,280,000 shares. Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") owns 560,000 shares. BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") owns 2,160,000 shares.
- (4) Bessemer VII owns 800,000 shares. Bessemer VII Institutional owns 350,000 shares. BVP VII owns 1,350,000 shares.
- (5) Bessemer VII owns 42,667 shares. Bessemer VII Institutional owns 18,667 shares. BVP VII owns 71,999 shares.

Mr. Kraus is an employee of Deer Management Co. LLC, the management company affiliate of the Funds. Mr. Kraus disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such
- (6) Shares, except to the extent of his pecuniary interest, if any, in the Shares by virtue his interest in Deer VII & Co. L.P., the general partner of each of the Funds, and his indirect limited partnership interest in Bessemer VII.

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.