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ALDRICH RICHARD

Form 3

January 26, 2012

FORM 3

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

OMB

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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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Verastem, Inc. [VSTM] **ALDRICH RICHARD** (Month/Day/Year) 01/26/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O VERASTEM, INC., 215 (Check all applicable) FIRST STREET, SUITE 440 (Street) 6. Individual or Joint/Group __X__ 10% Owner _X_ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person CAMBRIDGE, Â MAÂ 02142 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 407,142 By Richard H. Aldrich Common Stock Ι 135,714 Irrevocable Trust of 2011 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and 3. Title and Amount of (Instr. 4)
Expiration Date (Month/Day/Year)

Derivative Security

2. Date Exercisable and 3. Title and Amount of Securities Underlying Ownership Ownership Or Exercise

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(2)	(2)	Common Stock	1,142,857 (1)	\$ <u>(2)</u>	I	By Longwood Fund, L.P.
Series B Preferred Stock	(2)	(2)	Common Stock	1,000,000 (1)	\$ <u>(2)</u>	I	By Longwood Fund, L.P.
Series C Preferred Stock	(2)	(2)	Common Stock	126,984 (1)	\$ (2)	I	By Longwood Fund, L.P.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALDRICH RICHARD C/O VERASTEM, INC. 215 FIRST STREET, SUITE 440 CAMBRIDGE, MAÂ 02142

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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).

Longwood Fund GP, LLC is the sole General Partner of Longwood Fund, LP. 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 LP (the "Longwood Shares"). Each of the Managers disclaim beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
- Each share of preferred stock will automatically convert into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares have no expiration date.

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.

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