

CLARKE JOHN K
Form 4
February 03, 2012

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 *
CLARKE JOHN K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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

C/O VERASTEM, INC., 215 FIRST STREET, SUITE 440

(Street)

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

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

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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 | 02/01/2012 | | C | | 1,142,857 | A | Ⓛ 1,142,857 | I | By CHP III, L.P. (3) |
| Common Stock | 02/01/2012 | | C | | 714,285 | A | Ⓛ 1,857,142 | I | By CHP III, L.P. (3) |
| Common Stock | 02/01/2012 | | C | | 126,984 | A | Ⓛ 1,984,126 | I | By CHP III, L.P. (3) |
| Common Stock | 02/01/2012 | | P | | 250,000 | A | \$ 10 2,234,126 | I | By CHP III, L.P. |

(3)

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

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SEC 1474
(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | (1) | 02/01/2012 | | C | 4,000,000 | (1) (2) | Common Stock 1,142,850 (1) |
| Series B Preferred Stock | (1) | 02/01/2012 | | C | 2,500,000 | (1) (2) | Common Stock 714,285 (1) |
| Series C Preferred Stock | (1) | 02/01/2012 | | C | 444,444 | (1) (2) | Common Stock 126,984 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARKE JOHN K C/O VERASTEM, INC. 215 FIRST STREET, SUITE 440 CAMBRIDGE, MA 02142 | | X | | |

Signatures

/s/ Paul Brannelly, as attorney-in-fact
Date: 02/03/2012

**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).

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- (1) Each share of preferred stock automatically converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering without payment of consideration.
- (2) Not applicable.

- The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the
- (3) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported 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.