

Verastem, Inc.
Form SC 13D/A
July 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Verastem, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92337C104

(CUSIP Number)

Luke B. Evin

MPM Asset Management

The John Hancock Tower

Edgar Filing: Verastem, Inc. - Form SC 13D/A

200 Clarendon Street, 54th Floor

Boston, MA 02116

Telephone: (617) 425-9200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 19, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

MPM BioVentures V, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 994,702
8. Shared Voting Power

Beneficially

Owned by 0
Each 9. Sole Dispositive Power

Reporting

Person 994,702
10. Shared Dispositive Power

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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994,702

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.7%(2)

14. Type of Reporting Person (See Instructions)

PN

- (1) This schedule is filed by MPM BioVentures V, L.P. (BV V), MPM Asset Management Investors BV5 LLC (AM LLC), MPM BioVentures V GP LLC (BV V GP), MPM BioVentures V LLC (BV V LLC) (collectively, the MPM Entities) and Ansbert Gadicke, Luke Evin, Todd Foley, James Paul Scopa, Vaughn Kailian and John Vander Vort (collectively, the Listed Persons and together with the MPM Entities, the Filing Persons). The Listed Persons are members of BV V LLC and AM LLC. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) This percentage is calculated based upon 21,289,319, shares of the Issuer s common stock outstanding on April 30, 2013, as disclosed in the Issuer s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

MPM Asset Management Investors BV5 LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 38,631
8. Shared Voting Power

Beneficially

Owned by 0
Each 9. Sole Dispositive Power

Reporting

Person 38,631
10. Shared Dispositive Power

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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38,631

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0.2%(2)

14. Type of Reporting Person (See Instructions)

OO

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

MPM BioVentures V GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 994,702(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

994,702(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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994,702(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.7%(3)

14. Type of Reporting Person (See Instructions)

OO

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Represents shares of Common Stock held by BV V. BV V GP and BV V LLC are the direct and indirect general partners of BV V.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

MPM BioVentures V LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

OO

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

Ansbert Gadicke

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

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- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC. The Reporting Person is a member of BV V LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

Luke Evnin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

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- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC. The Reporting Person is a member of BV V LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

Todd Foley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC. The Reporting Person is a member of BV V LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

James Paul Scopa

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

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- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

Vaughn M. Kailian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: Verastem, Inc. - Form SC 13D/A

1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC. The Reporting Person is a member of BV V LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

CUSIP No. 92337C104

1. Name of Reporting Persons. I.R.S. Identification No(s). of above person(s) (entities only)

John Vander Vort

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 0
8. Shared Voting Power

Beneficially

Owned by 1,033,333(2)
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,033,333(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,033,333(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.9%(3)

14. Type of Reporting Person (See Instructions)

IN

- (1) This Schedule is filed by the MPM Entities and the Listed Persons. The MPM Entities and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 994,702 shares of Common Stock held by BV V and 38,631 shares of Common Stock held by AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC. The Reporting Person is a member of BV V LLC.
- (3) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.

This Amendment No. 1 to Schedule 13D (this Schedule 13D) amends and supplements the Schedule 13D previously filed by the undersigned with the Securities and Exchange Commission on February 10, 2012 (as amended, the Original Schedule 13D). This Schedule 13D/A is being filed to report the open market sales of shares of common stock of Verastem, Inc. (the Issuer) by the MPM Entities.

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby further amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:

The MPM Entities sold an aggregate of 1,000,000 shares of Common Stock in open market transactions from January 7, 2013 through July 8, 2013 for aggregate proceeds of \$13,122,040.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a) (b) The following information with respect to the ownership of the common stock of the Issuer by the Reporting Persons is provided as of July 8, 2013:

| Reporting Person | Shares Held Directly | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class (1) |
|---------------------|----------------------|-------------------|---------------------|------------------------|--------------------------|----------------------|-------------------------|
| BV V | 994,702 | 994,702 | 0 | 994,702 | 0 | 994,702 | 4.7% |
| AM LLC | 38,631 | 38,631 | 0 | 38,631 | 0 | 38,631 | 0.2% |
| BV V GP(2) | 0 | 0 | 994,702 | 0 | 994,702 | 994,702 | 4.7% |
| BV V LLC(3) | 0 | 0 | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| Ansbert Gadicke(4) | 0 | 0 | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| Luke Evnin(4) | 0 | 0 | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| Todd Foley(4) | 0 | 0 | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| James Paul Scopa(4) | 0 | | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| Vaughn Kailian(4) | 0 | | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |
| John Vander Vort(4) | 0 | 0 | 1,033,333 | 0 | 1,033,333 | 1,033,333 | 4.9% |

- (1) This percentage is calculated based upon 21,289,319, shares of the Issuer's common stock outstanding on April 30, 2013, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2013.
- (2) Includes securities held by BV V. BV V GP and BV V LLC are the direct and indirect general partners of BV V.
- (3) Includes securities held by BV V and AM LLC. BV V GP and BV V LLC are the direct and indirect general partners of BV V and BV V LLC is the manager of AM LLC.
- (4) Includes securities held by BV V and AM LLC. The Reporting Person is a member of BV V LLC.

(c) The Reporting Persons sold the following shares of Common Stock in the open market in the sixty days preceding the date of this filing:

| Date of Sale | Sold by MPM BV V | Sold By AM LLC | Price Per Share |
|--------------|------------------------|----------------------|-----------------------|
| 6/13/2013 | 33,577 | 1,305 | \$ 11.12 |
| 6/14/2013 | 12,514 | 486 | \$ 11.13 |
| 6/17/2013 | 21,177 | 823 | \$ 11.12 |
| 6/18/2013 | 20,729 | 805 | \$ 11.70 |
| 6/19/2013 | 40,429 | 1,571 | \$ 12.24 |
| 6/20/2013 | 16,364 | 636 | \$ 12.33 |
| 6/21/2013 | 13,476 | 524 | \$ 12.58 |
| 6/24/2013 | 24,807 | 964 | \$ 12.44 |
| 6/25/2013 | 11,661 | 453 | \$ 12.58 |
| 6/26/2013 | 67,484 | 2,621 | \$ 13.28 |
| 6/27/2013 | 96,260 | 3,740 | \$ 13.59 |
| 6/28/2013 | 74,482 | 2,894 | \$ 13.87 |
| 7/1/2013 | 21,177 | 823 | \$ 14.15 |
| 7/2/2013 | 19,252 | 748 | \$ 14.24 |
| 7/3/2013 | 8,663 | 337 | \$ 14.08 |
| 7/5/2013 | 30,802 | 1,198 | \$ 14.51 |
| 7/8/2013 | 14,783 | 574 | \$ 14.68 |
| 7/8/2013 | 343,648 | 13,352 | \$ 14.00 |

The information provided and incorporated by reference in Item 3 and Item 6 is hereby incorporated by reference in this Item 5.

(d) Not applicable.

(e) On July 8, 2013, the Reporting Persons ceased to be beneficial owners of more than 5% of the issued and outstanding Common Stock of the Company. The reporting obligations of the Reporting Persons with respect to the Common Stock pursuant to Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder are therefore terminated.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby supplemented by adding the following in appropriate order:

C. Agreement regarding filing of joint Schedule 13D/A.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 15, 2013

MPM BioVENTURES V GP LLC

By: MPM BioVentures V LLC,

its Managing Member

By: /s/ Luke B. Evnin

Name: Luke B. Evnin

Title: Member

MPM BioVENTURES V LLC

By: /s/ Luke B. Evnin

Name: Luke B. Evnin

Title: Member

MPM BioVENTURES V, L.P.

By: MPM BioVentures V GP LLC, its General Partner

By: MPM BioVentures V LLC, its Managing Member

By: /s/ Luke B. Evnin

Name: Luke B. Evnin

Title: Member

MPM ASSET MANAGEMENT INVESTORS BV5 LLC

By: MPM BioVentures V LLC

Its: Manager

By: /s/ Luke B. Evnin

Name: Luke B. Evnin

Title: Member

By: /s/ Ansbert Gadicke

Name: Ansbert Gadicke

By: /s/ Luke B. Evnin

Name: Luke Evnin

By: /s/ Todd Foley

Name: Todd Foley

By: /s/ James Paul Scopa
Name: James Paul Scopa

By: /s/ Vaughn M. Kailian
Name: Vaughn M. Kailian

By: /s/ John Vander Vort
Name: John Vander Vort

Exhibit Index

C. Agreement regarding filing of joint Schedule 13D.

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