

Hedley Mary Lynne
Form 4
January 22, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hedley Mary Lynne

(Last) (First) (Middle)

C/O TESARO, INC., 1000 WINTER
STREET

(Street)

WALTHAM,, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TESARO, Inc. [TSRO]

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

01/22/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	01/22/2019		U	Amount (1) 26,816	(A) or (D) D \$ 75 0	D	
Common Stock	01/22/2019		U	563,569 (1)	D \$ 75 0	I	See Footnote (2)

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

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information contained in this form are not
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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 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)	
						Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	(3)	01/22/2019		D	20,000	(4)	(4)	Common Stock	20,000
Restricted Stock Units	(3)	01/22/2019		D	8,339	(4)	(4)	Common Stock	8,339
Restricted Stock Units	(3)	01/22/2019		D	40,909	(4)	(4)	Common Stock	40,909
Employee Stock Option (right to buy)	\$ 1.33	01/22/2019		D	285,714	(5)(6)	07/19/2021	Common Stock	285,714
Employee Stock Option (right to buy)	\$ 6.615	01/22/2019		D	319,467	(5)(6)	03/16/2022	Common Stock	319,467
Employee Stock Option (right to buy)	\$ 24.18	01/22/2019		D	175,000	(5)(6)	03/06/2023	Common Stock	175,000
Employee Stock Option (right to buy)	\$ 33.74	01/22/2019		D	105,000	(5)(6)	02/27/2024	Common Stock	105,000
Employee Stock Option (right to buy)	\$ 55.11	01/22/2019		D	115,000	(5)(6)	03/06/2025	Common Stock	115,000
	\$ 43.39	01/22/2019		D	80,000	(5)(6)	03/01/2026		80,000

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 178.95	01/22/2019	D	20,216	<u>(4)(6)</u>	03/01/2027	Common Stock	20,216	
Employee Stock Option (right to buy)	\$ 55.84	01/22/2019	D	71,896	<u>(5)(6)</u>	03/01/2028	Common Stock	71,896	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hedley Mary Lynne C/O TESARO, INC., 1000 WINTER STREET WALTHAM,, MA 02451	X		President & COO	

Signatures

/s/ Joseph L. Farmer,
Attorney-in-Fact

01/22/2019

__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).

Tendered in connection with the tender offer made by Adriatic Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of GlaxoSmithKline plc, a public company organized under the laws of England and Wales ("Parent"), to

(1) purchase all of the issued and outstanding shares of TESARO, Inc., a Delaware corporation ("TESARO"), for \$75.00 per share, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of December 3, 2018 by and among TESARO, Purchaser, and Parent (the "Merger Agreement").

These shares are held by trusts of which the Reporting Person is a trustee or co-trustee. The Reporting Person disclaims beneficial

(2) ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, of such portion of the shares of TESARO held by the trusts in which the Reporting Person has no pecuniary interest.

(3) Each restricted stock unit represents a contingent right to receive one share of TESARO common stock.

(4) These restricted stock units were cancelled pursuant to the Merger Agreement at the effective time of the Merger (the "Effective Time") in exchange for a cash payment of \$75.00 per share.

(5) Pursuant to the Merger Agreement, each option that was outstanding and unvested immediately prior to the Effective Time vested in full at the Effective Time. [Cont'd]

(6) [Continuation] Each option that was outstanding immediately prior to the Effective Time that had an exercise price per share less than \$75.00 was cancelled in exchange for the right of the holder to receive (without interest) an amount in cash (less applicable withholding

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of taxes required by applicable law) equal to the product of (i) the total number of shares of TESARO common stock subject to the unexercised portion of such option immediately prior to the Effective Time (determined after giving effect to the accelerated vesting described in the previous sentence) multiplied by (ii) the excess, if any, of \$75.00 over the applicable exercise price per share under such option. Each option that was outstanding immediately prior to the Effective Time with an exercise price per share that is greater than or equal to \$75.00 was cancelled at the Effective Time, and the holder of such option is not entitled to any payment in exchange for the cancellation of the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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