

Forrester Robert
Form 4
October 02, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Forrester Robert

(Last) (First) (Middle)

C/O VERASTEM, INC., 117
KENDRICK STREET, SUITE 500

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2018

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 and CEO

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	09/28/2018		P	2,000 A \$ 7	221,234	D	
Common Stock					5,000	I	By trust ⁽¹⁾
Common Stock					5,000	I	By trust ⁽²⁾

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

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SEC 1474
(9-02)

number.

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
Stock Option (Right to Buy)	\$ 2.97	09/24/2018		A		60,000 <u>(3)</u>		09/24/2018	01/05/2028	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forrester Robert C/O VERASTEM, INC. 117 KENDRICK STREET, SUITE 500 NEEDHAM, MA 02494	X		President and CEO	

Signatures

/s/ Joseph Chiapponi,
Attorney-in-Fact

10/02/2018

**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).

Shares held by The Claudia Forrester 2001 Trust, the beneficiary of which is Claudia Forrester, the Reporting Person's daughter. The

(1) Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Shares held by The Iona Forrester 2001 Trust, the beneficiary of which is Iona Forrester, the Reporting Person's daughter. The Reporting

(2) Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

On January 5, 2018, the Reporting Person was granted an option to purchase 150,000 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance milestones by June 30, 2018, by March 31, 2019, and within the first twenty-four (24)

(3) months after the achievement of certain net sales targets. 20% of the performance criteria was met on April 6, 2018, resulting in vesting of the option as to 30,000 shares. 40% of the performance criteria was met on September 24, 2018, resulting in vesting of the option as to 60,000 shares.

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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