

Paterson Dan
Form 4
January 07, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Paterson Dan

(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)
01/03/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

Edgar Filing: Paterson Dan - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.51	01/03/2019	A		75,000		<u>(1)</u>	01/03/2029	Common Stock	75,000	
Stock Option (Right to Buy)	\$ 3.51	01/03/2019	A		75,000		<u>(2)</u>	01/03/2029	Common Stock	75,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paterson Dan C/O VERASTEM, INC. 117 KENDRICK STREET, SUITE 500 NEEDHAM, MA 02494			Chief Operating Officer	

Signatures

/s/ Sean Flynn,
attorney-in-fact

 **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).

The option vests as to 25% of the shares on the first anniversary of January 1, 2019 (the "Commencement Date") and as to an additional 6.25% of the shares at the end of each successive three-month period following the first anniversary of the Commencement Date until the

- (1) fourth anniversary of the Commencement Date (with the number of shares vesting on each vesting date rounded down to the nearest whole share, except with respect to the final vesting date on which all remaining unvested shares shall vest), provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

The option vests as to: (a) 40% of the shares upon the date on which the closing price per share of the common stock is at least \$10.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, (b) 40% of the shares shall vest upon the date on which the closing price per share of the common stock is at least \$15.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, and (c) 20% of the shares shall vest upon the date on which the closing price per share of the common stock is at least \$20.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

Remarks:

Exhibit List: Exhibit 24 - Limited Power of Attorney

Edgar Filing: Paterson Dan - Form 4

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.