

KAILIAN VAUGHN M
Form 4
February 03, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MPM BIOVENTURES V LLC

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)
C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

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

____ Director
____ Officer (give title below) Other (specify below)
Former 10% stockholder

(Street)
BOSTON, MA 02116

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/01/2012		C	1,933,333	A \$ 1	1,933,333	I	By MPM BioVentures V, L.P. ⁽²⁾
Common Stoc	02/01/2012		P	100,000 ⁽³⁾	A \$ 10	2,033,333 ⁽⁴⁾	I	By Funds ⁽²⁾ ⁽⁵⁾

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
Series A Preferred Stock	(1)	02/01/2012		C	4,000,000	(1) (1)	Common Stock 1,142,85
Series B Preferred Stock	(1)	02/01/2012		C	2,500,000	(1) (1)	Common Stock 714,286
Series C Preferred Stock	(1)	02/01/2012		C	266,666	(1) (1)	Common Stock 76,190

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES V LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
MPM BIOVENTURES V GP LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
Foley Todd C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR				Former 10% stockholder

BOSTON, MA 02116

Scopa James Paul
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10% stockholder

St Peter Steven
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10% stockholder

Vander Vort John
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10% stockholder

MPM BIOVENTURES V, L.P.
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10% stockholder

MPM ASSET MANAGEMENT INVESTORS BV5 LLC
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10% stockholder

Signatures

/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC	02/03/2012
__Signature of Reporting Person	Date
/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC	02/03/2012
__Signature of Reporting Person	Date
/s/ Luke Evnin	02/03/2012
__Signature of Reporting Person	Date
/s/ Todd Foley	02/03/2012
__Signature of Reporting Person	Date
/s/ Vaughn M. Kailian	02/03/2012
__Signature of Reporting Person	Date
/s/ James Paul Scopa	02/03/2012
__Signature of Reporting Person	Date
/s/ Steven St. Peter	02/03/2012
__Signature of Reporting Person	Date
/s/ John Vander Vort	02/03/2012
__Signature of Reporting Person	Date
/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC, the General Partner of MPM BioVentures V, L.P	02/03/2012

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__Signature of Reporting Person

Date

/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM Asset Management Investors BV5 LLC

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).
- (1) Each share of preferred stock converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares had no expiration date.

MPM BioVentures V GP LLC ("MPM V GP") is the general partner of MPM BioVentures V, L.P. ("MPM V LP") and MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM V GP. Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM V LP. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.
- (2) Shares were purchased as follows: 96,260 by MPM BioVentures V, L.P. and 3,740 by MPM Asset Management Investors BV5 LLC.
- (3) Shares are held as follows: 2,029,593 by MPM BioVentures V, L.P. and 3,740 by MPM Asset Management Investors BV5 LLC.

MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM Asset Management Investors BV5 LLC ("MPM Asset").
- (5) Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM Asset. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

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.