

KAILIAN VAUGHN M  
Form 4  
February 03, 2012

**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 \*  
MPM BIOVENTURES V LLC

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

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

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Former 10% stockholder

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                 | (A) or (D) | Price   |  |   |                                       |
| Common Stock                    | 02/01/2012                           |  | C                              |   | 1,933,333              | A          | <u>1</u>  | 1,933,333  | I   | By MPM BioVentures V, L.P. <u>(2)</u> |
| Common Stock                    | 02/01/2012                           |  | P                              |   | 100,000 <sup>(3)</sup> | A          | \$ 10 <sup>(5)</sup>  | 2,033,333 <sup>(4)</sup>                                 | I   | By Funds <sup>(2)</sup> <u>(5)</u>    |

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**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Series A<br>Preferred<br>Stock                      | <u>(1)</u>  | 02/01/2012                              |   | C                                       |  | 4,000,000  |     | <u>(1)</u>  | <u>(1)</u>         | Common<br>Stock | 1,142,85                         |
| Series B<br>Preferred<br>Stock                      | <u>(1)</u>  | 02/01/2012                              |   | C                                       |  | 2,500,000  |     | <u>(1)</u>  | <u>(1)</u>         | Common<br>Stock | 714,286                          |
| Series C<br>Preferred<br>Stock                      | <u>(1)</u>  | 02/01/2012                              |   | C                                       |  | 266,666  |     | <u>(1)</u>  | <u>(1)</u>         | Common<br>Stock | 76,190                           |

## Reporting Owners

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

## Edgar Filing: KAILIAN VAUGHN M - Form 4

\_\_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

- (2) 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.

- (3) Shares were purchased as follows: 96,260 by MPM BioVentures V, L.P. and 3,740 by MPM Asset Management Investors BV5 LLC.

- (4) 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.