

KAILIAN VAUGHN M
Form 4
February 03, 2012

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

OMB APPROVAL

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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

(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 below) ___X___ Other (specify 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 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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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"). 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.
- (5)

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.