

Westphal Christoph H
Form 4
February 14, 2013

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 *
Westphal Christoph H

(Last) (First) (Middle)

C/O VERASTEM, INC., 215 FIRST
STREET, SUITE 440

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2012

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) ☐ Other (specify
below)

Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/28/2012 | | A | | 25,826 | A | \$ 0 | 738,195 | D | |
| Common Stock | 02/06/2013 | | L ⁽¹⁾ | V | 100 | A | \$ 9.65 | 738,295 | D | |
| Common Stock | 02/06/2013 | | L ⁽¹⁾ | V | 4 | A | \$ 9.73 | 738,299 | D | |
| Common Stock | 02/06/2013 | | L ⁽¹⁾ | V | 200 | A | \$ 9.87 | 738,499 | D | |
| Common Stock | 02/06/2013 | | L ⁽¹⁾ | V | 100 | A | \$ 9.9 | 738,599 | D | |

Edgar Filing: Westphal Christoph H - Form 4

| | | | | | | | | |
|-----------------|------------|------------------|---|----|---|------------|---------|---|
| Common Stock | 02/06/2013 | L ⁽¹⁾ | V | 98 | A | \$ 9.91 | 738,697 | D |
|-----------------|------------|------------------|---|----|---|------------|---------|---|

| | | | | | | | | |
|-----------------|------------|------------------|---|-----|---|-------|---------|---|
| Common Stock | 02/06/2013 | L ⁽¹⁾ | V | 298 | A | \$ 10 | 738,995 | D |
|-----------------|------------|------------------|---|-----|---|-------|---------|---|

| | | | | | | | | | |
|-----------------|--|--|--|--|--|--|-----------|---|-------------------------------------|
| Common Stock | | | | | | | 2,869,841 | I | By Longwood Fund, L.P. (2) |
|-----------------|--|--|--|--|--|--|-----------|---|-------------------------------------|

| | | | | | | | | | |
|-----------------|--|--|--|--|--|--|---------|---|---|
| Common Stock | | | | | | | 125,714 | I | By the Fountain Irrevocable Trust of 2010 |
|-----------------|--|--|--|--|--|--|---------|---|---|

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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Westphal Christoph H C/O VERASTEM, INC., 215 FIRST STREET SUITE 440 CAMBRIDGE, MA 02142 | X | X | Chief Executive Officer | |

Signatures

/s/ Paul Brannelly,
attorney-in-fact

02/14/2013

__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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on November 20, 2012.
Longwood Fund GP, LLC is the sole General Partner of Longwood Fund, L.P. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by Longwood Fund L.P. (the "Longwood Shares").
- (2) Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood Shares for purposes of Section 16 or for any other purpose.

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.