

Verastem, Inc.
Form 3
January 26, 2012

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
Â Bessemer Venture Partners
VII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE
PARTNERS,Â 1865 PALMER
AVENUE, SUITE 104

(Street)

LARCHMONT,Â NYÂ 10538

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
01/26/2012

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	01/26/2012	Â (1)	Common Stock	1,142,857	\$ (2)	I	See notes (3) (6) (7)
Series B Preferred Stock	01/26/2012	Â (1)	Common Stock	714,285	\$ (2)	I	See notes (4) (6) (7)
Series C Preferred Stock	01/26/2012	Â (1)	Common Stock	38,095	\$ (2)	I	See notes (5) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
Deer Management Co. LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â

Signatures

/s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P., the General Partner for BVP VII Special Opportunity Fund L.P., Bessemer Venture Partners VII Institutional L.P. and Bessemer Venture Partners VII L.P. 01/26/2012

__Signature of Reporting Person

Date

/s/ J. Edmund Colloton, Managing Member for Deer Management Co. LLC 01/26/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Shares"), are convertible at any time at the holder's election and do not have an expiration date.

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- (2) Upon the closing of the Issuer's initial public offering, the Shares will convert at a ratio of 3.5-to-1 into the number of shares of Common Stock shown in column 3 above.

Bessemer Venture Partners VII L.P. ("Bessemer VII") owns 1,280,000 shares. Bessemer Venture Partners VII Institutional L.P.

- (3) ("Bessemer VII Institutional") owns 560,000 shares. BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") owns 2,160,000 shares.

- (4) Bessemer VII owns 800,000 shares. Bessemer VII Institutional owns 350,000 shares. BVP VII owns 1,350,000 shares.

- (5) Bessemer VII owns 42,667 shares. Bessemer VII Institutional owns 18,667 shares. BVP VII owns 71,999 shares.

Deer VII & Co. L.P. ("Deer VII") is the general partner of each of the Funds. Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of

- (6) Deer VII. Deer Management Co. LLC ("Deer Management") is the management company affiliate of the Funds. The Funds, together with Deer VII, Deer Ltd. and Deer Management, are the "Bessemer Entities." Deer Management disclaims beneficial ownership of the Shares.

- (7) Stephen Kraus, an employee of Deer Management, serves as the representative of the Bessemer Entities on the Issuer's board of directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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