Verastem, Inc. Form 4 December 22, 2014

Check this box

if no longer

Section 16.

Form 4 or

Form 5

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

(Ctota)

(7:-

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Westphal Christoph H Issuer Symbol Verastem, Inc. [VSTM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title _ Other (specify C/O VERASTEM, INC., 117 12/19/2014 below) KENDRICK STREET,, SUITE 500 **Executive Chairman** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEEDHAM, MA 02494 Person

(City)	(State)	$\mathbf{T}^{(\mathbf{Z}_{\mathbf{I}}\mathbf{p})}$	Table I - Non-	Derivative Securities	Acquired, Dispose	d of, or Benefi	cially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date,	if Transact	ionAcquired (A) or	Securities	Ownership	Indirect

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Disposed (Instr. 3,	d of (E 4 and (A) or))	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/19/2014		P	1,500	A	\$ 8.5	687,016 <u>(1)</u>	D	
Common Stock							26	I	By Longwood Fund (2)
Common Stock							143,554	I	By Longwood Fund GP, LLC (3)
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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Da	.te	Amou	nt of	Der
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Ins
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other

Westphal Christoph H C/O VERASTEM, INC., 117 KENDRICK STREET, **SUITE 500** NEEDHAM, MA 02494

X

Executive Chairman

Relationships

Signatures

/s/ John B. 12/22/2014 Green

**Signature of Date Reporting Person

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).
- Represents 622,450 shares of common stock and 64,566 restricted stock units.

(2)

Reporting Owners 2

Price of 9. Nu erivative Deriv Secu Bene Own

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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 LP Shares"). Each of the Managers disclaims beneficial ownership of the Longwood LP Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood LP Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood LP Shares for purposes of Section 16 or for any other purpose.

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 GP, LLC (the "Longwood GP Shares"). Each of the Managers disclaims beneficial ownership of the Longwood GP Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of the Longwood GP Shares in this report shall not be deemed an admission of beneficial ownership of the Longwood GP 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.