

Westphal Christoph H
 Form 4
 April 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
 04/01/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V Amount | | |
| Common Stock | 04/01/2013 | | L(1) | V | 100 A \$ 9.55 | 705,431 | D |
| Common Stock | 04/01/2013 | | L(1) | V | 100 A \$ 9.59 | 705,531 | D |
| Common Stock | 04/01/2013 | | L(1) | V | 300 A \$ 9.6 | 705,831 | D |
| Common Stock | 04/01/2013 | | L(1) | V | 100 A \$ 9.62 | 705,931 | D |
| Common Stock | 04/01/2013 | | L(1) | V | 93 A \$ 9.63 | 706,024 | D |

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| | | | | | | | | | |
|--------------|------------|------------------|---|---------------------|---|---------|------------------------|---|---|
| Common Stock | 04/01/2013 | L ⁽¹⁾ | V | 107 | A | \$ 9.66 | 706,131 | D | |
| Common Stock | 04/02/2013 | F | | 5,842 <u>(2)</u> | D | \$ 9.44 | 700,289 ⁽³⁾ | D | |
| Common Stock | | | | | | | 2,869,841 | I | By Longwood Fund, L.P. <u>(4)</u> |
| 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 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

04/03/2013

__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.
- (2) Shares withheld by Registrant to satisfy statutory withholding requirements upon vesting of restricted stock units.
- (3) Represents 558,244 shares of common stock and 142,045 restricted stock units.

- (4) 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"). Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest

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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