

Kraus Stephen  
 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 \*  
 Kraus Stephen

(Last) (First) (Middle)

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

(Street)

LARCHMONT, NY 10538

(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)  Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/01/2012		P	A	\$ 10 0	I	See footnotes (1) (9)
Common Stock	02/01/2012		C	A	\$ 0 0	I	See footnotes (2) (9)
Common Stock	02/01/2012		C	A	\$ 0 0	I	See footnotes (3) (9)
Common	02/01/2012		C	A	\$ 0 0	I	See

Stock

footnotes  
(4) (9)

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

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Series A Preferred Stock	(5)	02/01/2012		C	0	(5) (5)	Common Stock	0	\$ 0	
Series B Preferred Stock	(5)	02/01/2012		C	0	(5) (5)	Common Stock	0	\$ 0	
Series C Preferred Stock	(5)	02/01/2012		C	0	(5) (5)	Common Stock	0	\$ 0	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Kraus Stephen  
C/O BESSEMER VENTURE PARTNERS  
1865 PALMER AVENUE, SUITE 104  
LARCHMONT, NY 10538

X

## Signatures

/s/ Stephen  
Kraus

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) In connection with the closing of the initial public offering of the Issuer on February 1, 2012, Bessemer Venture Partners VII L.P. ("Bessemer VII") purchased 32,000 shares, Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") purchased 14,000 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") purchased 54,000 shares (collectively, the "IPO Shares").
- (2) Following the conversion of the Series A Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 365,714 shares. Bessemer VII Institutional owned 160,000 shares. BVP VII owned 617,143 shares.
- (3) Following the conversion of the Series B Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 228,571 shares. Bessemer VII Institutional owned 100,000 shares. BVP VII owned 385,714 shares.
- (4) Following the conversion of the Series C Preferred Stock reported on Table II of this report and prior to the acquisition of the IPO Shares, Bessemer VII owned 12,191 shares. Bessemer VII Institutional owned 5,333 shares. BVP VII owned 20,571 shares.

(5) These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Preferred Shares"), are convertible at any time at the holder's election and do not have an expiration date. At the closing of the Issuer's initial public offering on February 1, 2012, the Preferred Shares converted at a ratio of 3.5-to-1 into shares of common stock.

- (6) Bessemer VII owned 1,280,000 shares. Bessemer VII Institutional owned 560,000 shares. BVP VII owned 2,160,000 shares.
- (7) Bessemer VII owned 800,000 shares. Bessemer VII Institutional owned 350,000 shares. BVP VII owned 1,350,000 shares.
- (8) Bessemer VII owned 42,667 shares. Bessemer VII Institutional owned 18,667 shares. BVP VII owned 71,999 shares.

(9) Mr. Kraus is an employee of Deer Management and disclaims beneficial ownership of the shares of common stock (the "Common Shares"). This report shall not be deemed an admission that Mr. Kraus is the beneficial owner of such Common Shares, except to the extent of his pecuniary interest, if any, in the Common Shares by virtue of his interest in Deer VII & Co. L.P., the general partner of each of the Funds, and his indirect limited partnership interest in Bessemer VII.

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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