

KAILIAN VAUGHN M  
 Form 3  
 February 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 *                   |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â MPM BIOVENTURES V, L.P.                                   |         |          | (Month/Day/Year)                     | Verastem, Inc. [VSTM]  |  |
| (Last)  | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| C/O MPM ASSET MANAGEMENT,Â 200 CLARENDON STREET, 54TH FLOOR |         |          |                                      | (Check all applicable)   |  |
| (Street)  |         |          |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                       |  |
|   |         |          |                                      | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (specify below) |  |
|   |         |          |                                      | Former 10% stockholder   | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| BOSTON,Â MAÂ 02116  |         |          |                                      |  | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)  | (State) | (Zip)    |                                      |  | <input checked="" type="checkbox"/> 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)

**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.**

**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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: KAILIAN VAUGHN M - Form 3

|                          | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Series A Preferred Stock | Â (1)            | Â (1)           | Common Stock | 1,142,857                  | \$ (1)              | D (2)   | Â |
| Series B Preferred Stock | Â (1)            | Â (1)           | Common Stock | 714,286                    | \$ (1)              | D (2)   | Â |
| Series C Preferred Stock | Â (1)            | Â (1)           | Common Stock | 76,190                     | \$ (1)              | D (2)   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                        |
|--|---------------|-----------|---------|------------------------|
|  | Director      | 10% Owner | Officer | Other                  |
| MPM BIOVENTURES V, L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116  | Â             | Â         | Â       | Former 10% stockholder |
| MPM BIOVENTURES V GP LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116 | Â             | Â         | Â       | Former 10% stockholder |
| MPM BIOVENTURES V LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116    | Â             | Â         | Â       | Former 10% stockholder |
| EVNIN LUKE<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116               | Â             | Â         | Â       | Former 10% stockholder |
| Foley Todd<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116               | Â             | Â         | Â       | Former 10% stockholder |
| KAILIAN VAUGHN M<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116         | Â             | Â         | Â       | Former 10% stockholder |
| Scopa James Paul<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116         | Â             | Â         | Â       | Former 10% stockholder |
|  | Â             | Â         | Â       | Former 10% stockholder |

St Peter Steven  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON STREET, 54TH FLOOR  
 BOSTON, MA 02116

Vander Vort John  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON STREET, 54TH FLOOR  
 BOSTON, MA 02116  
 Former 10% stockholder

## Signatures

|   |            |
|---|------------|
| /s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC, the General Partner of MPM BioVentures V, L.P. | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC   | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Ansbert Gadicke, Member of MPM BioVentures V LLC  | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Luke Evnin  | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Todd Foley  | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Vaughn M. Kailian   | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ James Paul Scopa  | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven St. Peter  | 02/03/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ John Vander Vort  | 02/03/2012 |
| __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) Each share of preferred stock will automatically convert into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares had no expiration date.
- MPM BioVentures V GP LLC ("MPM V GP") is the general partner of MPM BioVentures V, L.P. ("MPM V LP") and MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM V GP. Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn
- (2) Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM V LP. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

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.