

Verastem, Inc.  
Form 8-K  
March 06, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **March 5, 2013**

**Verastem, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-35403**  
(Commission  
File Number)

**27-3269467**  
(IRS Employer  
Identification No.)

**215 First Street, Suite 440, Cambridge, MA**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 252-9300**

## Edgar Filing: Verastem, Inc. - Form 8-K

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Election of Director.

On March 5, 2013, the Board of Directors of Verastem, Inc. (the Company) unanimously voted to increase the size of the Company's Board of Directors, which had previously been set at 7, to 8 members and to elect Stephen A. Sherwin, M.D., 64, as a director of the Company. Dr. Sherwin will also serve as a member of the Company's Compensation Committee.

In connection with his election as a director, Dr. Sherwin received a stock option grant of 25,000 shares of the Company's common stock. Consistent with the Company's director compensation policy, Dr. Sherwin will be eligible to receive certain annual cash retainer fees and an annual stock option grant of 12,500 shares of common stock. Dr. Sherwin also entered into a customary indemnification agreement with the Company.

A press release announcing Dr. Sherwin's appointment is filed as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

See Exhibit Index attached hereto.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERASTEM, INC.

Date: March 6, 2013

By:

/s/ Paul Brannelly  
Paul Brannelly  
Vice President, Finance

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---|
| 99.1               | Press Release issued by Verastem, Inc. on March 6, 2013 |