

Le NgocDiep T. MD, PhD
 Form 4
 October 02, 2018

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 *
 Le NgocDiep T. MD, PhD

(Last) (First) (Middle)

C/O VERASTEM, INC., 117
 KENDRICK STREET, SUITE 500

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Verastem, Inc. [VSTM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/24/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Medical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.97	09/24/2018		5,000 <u>(1)</u>	A				09/24/2018	01/05/2028	Common Stock	5,000
Stock Option (Right to Buy)	\$ 4.63	09/24/2018		70,000 <u>(2)</u>	A				09/24/2018	10/09/2027	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Le NgocDiep T. MD, PhD C/O VERASTEM, INC. 117 KENDRICK STREET, SUITE 500 NEEDHAM, MA 02494			Chief Medical Officer	

Signatures

/s/ Joseph Chiapponi,
Attorney-in-Fact

10/02/2018

__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).

On January 5, 2018, the Reporting Person was granted an option to purchase 12,500 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance milestones by June 30, 2018, by March 31, 2019, and within the first twenty-four (24)

(1) months after the achievement of certain net sales targets. 20% of the performance criteria was met on April 6, 2018, resulting in vesting of the option as to 2,500 shares. 40% of the performance criteria was met on September 24, 2018, resulting in vesting of the option as to 5,000 shares.

On October 9, 2017, the Reporting Person was granted an option to purchase 70,000 shares of common stock, to vest in full upon the

(2) Issuer's satisfaction of certain performance milestones. Such performance criteria were met on September 24, 2018, resulting in the vesting of the option.

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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