

**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): **August 28, 2017**

**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.)

**117 Kendrick Street, Suite 500, Needham, MA**  
(Address of Principal Executive Offices)

**02494**  
(Zip Code)

Registrant's telephone number, including area code: **(781) 292-4200**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On August 28, 2017, Verastem, Inc. (the "Company") entered into Amendment No. 1 (the "Amendment") to its Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated as of March 30, 2017 (the "Sales Agreement" and, as amended by the Amendment, the "Amended Sales Agreement"), with Cantor Fitzgerald & Co., as agent ("Agent"). The sole effect of the Amendment is to increase the maximum aggregate offering price of shares of the Company's common stock, \$0.0001 par value per share (the "Shares"), which the Company may issue and sell from time to time under the Amended Sales Agreement (the "Offering") to up to \$75,000,000 from \$35,000,000. On August 28, 2017, the Company filed a prospectus supplement with the Securities and Exchange Commission in connection with the Offering (the "Prospectus Supplement") under its existing Registration Statement on Form S-3 (File No 333-217048), which became effective on April 24, 2017 (the "Registration Statement").

A copy of the Amendment is attached as Exhibit 1.1 hereto and is incorporated herein by reference. A copy of the Sales Agreement is attached as Exhibit 1.1 to the Registration Statement and is incorporated herein by reference. The foregoing description of the material terms of the Amended Sales Agreement, consisting of the Amendment and the Sales Agreement, does not purport to be complete and is qualified in its entirety by reference to such agreements.

Ropes & Gray LLP, counsel to the Company, has issued a legal opinion relating to the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

The Shares will be sold pursuant to the Registration Statement, and offerings of the Shares will be made only by means of the prospectus supplement and the accompanying prospectus. This Current Report on Form 8-K shall not constitute an offer to sell or solicitation of an offer to buy these securities, nor

shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

See Exhibit Index attached hereto.

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**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: August 28, 2017

By: /s/ Julie B. Feder  
Julie B. Feder  
Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
1.1	Amendment No. 1, dated August 28, 2017, to Controlled Equity Offering <sup>SM</sup> Sales Agreement, dated as of March 30, 2017, by and between the Verastem, Inc. and Cantor Fitzgerald & Co.
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)

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**AMENDMENT NO. 1 TO  
SALES AGREEMENT**

THIS AMENDMENT NO. 1 TO THE CONTROLLED EQUITY OFFERING<sup>SM</sup> SALES AGREEMENT, dated as of August 28, 2017, is entered into by and between VERASTEM, INC. (the "Company") and CANTOR FITZGERALD & CO. (the "Agent"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Sales Agreement (as defined below).

WHEREAS, the Company and the Agent have entered into that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated March 30, 2017 (the "Sales Agreement"), with respect to the issuance and sale of the Placement Shares; and

WHEREAS, the Company and the Agent desire to amend the Sales Agreement as set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Company and the Agent hereby amend the Sales Agreement as follows:

1. The heading on page 1 of the Sales Agreement shall be amended such that the reference to "\$35,000,000" shall be "\$75,000,000".
2. The first sentence of the first paragraph of Section 1 of the Sales Agreement shall be amended such that the reference to "\$35,000,000" shall be "\$75,000,000".
3. Schedule 1 of the Sales Agreement is amended by adding ", as amended on August 28, 2017" immediately after "March 30, 2017".
4. The first sentence of the Form of Representation Date Certificate pursuant to Section 7(l) of the Sales Agreement is amended to add the words ", as amended on August 28, 2017" immediately after "March 30, 2017".
5. The Company shall file a Prospectus Supplement pursuant to Rule 424(b) of the Securities Act of 1933, as amended, reflecting this Amendment within two Business Days of the date hereof.
7. This Amendment shall be and is hereby incorporated in and forms a part of the Sales Agreement.
8. This Amendment shall be effective as of the date first above written.
9. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or electronic transmission.

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10. This Amendment shall, by this express agreement of the parties, be governed by, and construed and enforced in accordance with, the laws of the State of New York, without regard to the conflicts of law provisions of the laws of the State of New York. The Company and the Agent each hereby consents to the application of New York civil law to the construction, interpretation and enforcement of this Amendment, and to the application of New York civil law to the procedural aspects of any suit, action or proceeding relation thereto, including but not limited to legal process, execution of judgments and other legal remedies.

11. Except as set forth herein, the Sales Agreement shall remain in full force and effect.

*[Signature Pages Follow]*

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

VERASTEM, INC.

By /s/ Robert Forrester  
 Name: Robert Forrester  
 Title: President and Chief Executive Officer

CANTOR FITZGERALD & CO.

By /s/ Jeffrey Lumby  
 Name: Jeffrey Lumby  
 Title: Senior Managing Director

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ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

August 28, 2017

Verastem, Inc.  
117 Kendrick Street, Suite 500  
Needham, Massachusetts 02494

Re: Registration of Securities by Verastem, Inc. on Form S-3 (File No. 333-217048)

Ladies and Gentlemen:

We have acted as counsel to Verastem, Inc., a Delaware corporation (the "Company"), in connection with its entry into a Controlled Equity Offering Sales Agreement, dated March 30, 2017 (the "Sales Agreement"), as amended by Amendment No. 1 to the Sales Agreement, dated August 28, 2017, by and between the Company and Cantor Fitzgerald & Co. (as so amended, the "Amended Sales Agreement"). Pursuant to the Amended Sales Agreement, the Company may issue and sell up to \$75,000,00 of shares (the "Shares") of the common stock of the Company, \$0.0001 par value (the "Common Stock") pursuant to its Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that when the Shares are issued out of the Company's duly authorized Common Stock and issued and delivered in accordance with the terms of the Amended Sales Agreement against payment of the consideration set forth therein, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

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Ropes & Gray LLP

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