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): **June 19, 2019**

Verastem, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-35403**	**27-3269467**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

117 Kendrick Street, Suite 500, Needham, MA	**02494**
(Address of Principal Executive Offices)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common stock, $0.0001 par value per share	VSTM	The Nasdaq Global Market

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 o

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. o

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Chief Executive Officer Transition

On June 20, 2019, Verastem, Inc. (the "Company") announced the appointment of Dan Paterson, age 57, as its President and Chief Operating Officer. Mr. Paterson has served as the Company's Chief Operating Officer since 2014, having joined the Company in 2012, and will also serve as the Company's principal executive officer. In connection with his appointment as the Company's President, Mr. Paterson will receive an increase in his annual base salary to $460,000 and is eligible for an annual bonus target of 50% of his base salary. On June 21, 2019 (the "Grant Date"), the Company also granted Mr. Paterson an option to purchase 250,000 shares of its common stock at an exercise price equal to $1.81, the closing price of the Company's common stock as reported by the Nasdaq Global Market on the Grant Date. The shares will vest at the rate of fifty percent (50%) on the one-year anniversary of the Grant Date and as to an additional 12.5% of the shares at the end of each successive three-month period following the first anniversary of the Grant Date. These awards are subject to Mr. Paterson's continuing service with the Company at the time of vesting.

On June 19, 2019, Robert Forrester resigned from his role as President and Chief Executive Officer of the Company. Mr. Forrester subsequently resigned from his position as a member of the Company's Board of Directors on June 21, 2019. On June 25, 2019, the Company and Mr. Forrester entered into a Separation Agreement (the "Separation Agreement") in connection with the termination of Mr. Forrester's employment with the Company, which was effective as of June 21, 2019 (the "Separation Date"). Pursuant to the Separation Agreement, Mr. Forrester will receive the following benefits: (i) cash payment of his monthly base salary for 13 months, and (ii) payment of his monthly COBRA premiums until the earlier of the conclusion of 13 months following the Separation Date or the date that he becomes eligible to enroll in the health plan of a new employer. Additionally, all unvested stock options granted by the Company to Mr. Forrester prior to the Separation Date, which are outstanding as of the Separation Date, and vest only based on the passage of time, by their terms, and which would have vested during the twenty-five (25) month period immediately following the Separation Date, shall, notwithstanding the terms of the stock or equity compensation plans and award agreements to which such stock options are subject, automatically become fully vested as of the date of the Separation Agreement. Further, all other unvested stock options granted by the Company to Mr. Forrester prior to the Separation Date, the vesting of which are based on individual or Company performance, and that are outstanding as of the Separation Date shall, notwithstanding the terms of the stock or equity compensation plans and award agreements to which such stock options are subject, for the twenty-five (25) month period immediately following the Separation Date, remain outstanding and eligible to vest based on the achievement of the individual or Company performance metrics to which such awards are subject. Additionally, pursuant to the terms of the Separation Agreement, all stock options that have vested as of or on July 21, 2021 shall, notwithstanding the terms of the stock or equity compensation plans and any applicable award agreements to which such stock options are subject, remain exercisable by Mr. Forrester through July 21, 2022.

The Company retained Mr. Forrester to serve in a continued advisory capacity for the Company from time to time as may be mutually agreed between the parties pursuant to a Consulting Agreement entered into between the parties on June 25, 2019 (the "Consulting Agreement"). The term of the Consulting Agreement ends on July 21, 2022.

Upon Mr. Forrester's resignation, the Board of Directors reduced the number of authorized directors from eight to seven.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated June 20, 2019 announcing leadership change.

SIGNATURES

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.

Dated: June 25, 2019

By: /s/ Sean C. Flynn
Sean C. Flynn
Vice President, General Counsel and Secretary

Verastem Oncology Announces Leadership Changes

June 20, 2019

Robert Forrester Stepping Down From His Roles as President and Chief Executive Officer

Chief Operating Officer, Dan Paterson Appointed President

Chief Financial Officer, Rob Gagnon, Expanding Role to Include Chief Business Officer

BOSTON—(BUSINESS WIRE)—Jun. 20, 2019— Verastem, Inc. (Nasdaq: VSTM) (Verastem Oncology or the Company), a biopharmaceutical company focused on developing and commercializing medicines seeking to improve the survival and quality of life of cancer patients, today announced that Robert Forrester has decided to step down as President and Chief Executive Officer. Mr. Forrester has agreed to continue serving Verastem Oncology in an advisory capacity.

Dan Paterson, the Company's Chief Operating Officer, has been appointed to serve as President and Chief Operating Officer and will assume the leadership of the executive team while the Board of Directors conducts a search to identify a successor. Mr. Paterson will be supported by other members of the senior leadership team, including Chief Financial Officer, Rob Gagnon, whose role is being expanded to include Chief Business Officer.

Mr. Paterson joined Verastem Oncology in 2011 and has served as its Chief Operating Officer since 2014. He brings more than 25 years of experience at healthcare and biotechnology companies, including leadership roles as Chief Business Officer (CBO), Chief Operating Officer (COO) and Chief Executive Officer (CEO), with specific expertise in oncology drug and diagnostic product development, business development and launch planning.

"On behalf of the entire Board, I want to thank Robert for his countless contributions and leadership for the past six years and his unwavering commitment to Verastem Oncology's patients, employees and shareholders," said Michael G. Kauffman, MD, PhD, Verastem Oncology's Lead Director. "We remain confident in the growth potential of COPIKTRA™ and we intend to hire a CEO with commercial expertise who will build on the foundation that Robert has established and execute on our ambitious goals for the future."

"With COPIKTRA, the experienced team and the resources we have in place, we are in a strong position to continue executing on our mission to improve outcomes for patients," said Mr. Paterson. "I look forward to working closely with the Company's Board, executive leadership, and the broader management team to accelerate the COPIKTRA launch and the future expansion of this important medicine into other hematologic malignancy indications."

"It has been a true honor to serve as the CEO of Verastem Oncology over the past six years," said Mr. Forrester. "I am extremely proud of the Verastem Team, the progress we have made, and our many accomplishments aimed at improving the lives of patients diagnosed with cancer, one patient at a time. I have great confidence in Verastem Oncology's potential and I will work with the entire team to ensure a seamless transition for all of our stakeholders."

The Company is reiterating its previously issued financial guidance for the full year 2019. The Company continues to expect net product revenue from the sales of COPIKTRA to be in the range of $10-12 million, based on product revenue to date, current run rates and near-term expectations.

About Verastem Oncology

Verastem Oncology (Nasdaq:VSTM) is a commercial biopharmaceutical company committed to the development and commercialization of medicines to improve the lives of patients diagnosed with cancer. We are driven by the strength, tenacity and courage of those battling cancer — single-minded in our resolve to deliver new therapies that not only keep cancer at bay, but improve the lives of patients diagnosed with cancer. Because for us, it's personal.

Our first FDA approved product is now available for the treatment of patients with certain types of indolent non-Hodgkin's lymphoma (iNHL). Our pipeline comprises product candidates that seek to treat cancer by modulating the local tumor microenvironment. For more information, please visit www.verastem.com.

Forward looking statements notice

This press release includes forward-looking statements about Verastem Oncology's strategy, future plans and prospects, and financial results. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement.

Applicable risks and uncertainties include the risks and uncertainties, among other things, regarding: the commercial success of COPIKTRA™ inthe United States; physician and patient adoption of COPIKTRA, including those related to the safety and efficacy of COPIKTRA; the uncertainties inherent in research and development of COPIKTRA, such as negative or unexpected results of clinical trials; whether and when any applications for COPIKTRA may be filed with regulatory authorities in any other jurisdictions; whether and when regulatory authorities in any other jurisdictions may approve any such other applications that may be filed for COPIKTRA, which will depend on the assessment by such regulatory authorities of the benefit-risk profile suggested by the totality of the efficacy and safety information submitted and, if approved, whether COPIKTRA will be commercially

successful in such jurisdictions; our ability to obtain, maintain and enforce patent and other intellectual property protection for COPIKTRA and our other product candidates; the scope, timing, and outcome of any legal proceedings; decisions by regulatory authorities regarding labeling and other matters that could affect the availability or commercial potential of COPIKTRA; the fact that regulatory authorities in the U.S. or other jurisdictions, if approved, could withdraw approval; whether preclinical testing of our product candidates and preliminary or interim data from clinical trials will be predictive of the results or success of ongoing or later clinical trials; that the timing, scope and rate of reimbursement for our product candidates is uncertain; that third-party payors (including government agencies) may not reimburse for COPIKTRA; that there may be competitive developments affecting our product candidates; that data may not be available when expected; that enrollment of clinical trials may take longer than expected; that COPIKTRA or our other product candidates will cause unexpected safety events, experience manufacturing or supply interruptions or failures, or result in unmanageable safety profiles as compared to their levels of efficacy; that COPIKTRA will be ineffective at treating patients with lymphoid malignancies; that we will be unable to successfully initiate or complete the clinical development and eventual commercialization of our product candidates; that the development and commercialization of our product candidates will take longer or cost more than planned; that we may not have sufficient cash to fund our contemplated operations; that we, CSPC Pharmaceutical Group, Yakult Honsha Co., Ltd. or Infinity Pharmaceuticals, Inc. will fail to fully perform under the duvelisib license agreements; that we may be unable to make additional draws under our debt facility or obtain adequate financing in the future through product licensing, co-promotional arrangements, public or private equity, debt financing or otherwise; that we will not pursue or submit regulatory filings for our product candidates, including for duvelisib in patients with chronic lymphocytic leukemia/small lymphocytic lymphoma (CLL/SLL) or indolent non-Hodgkin lymphoma (iNHL) in other jurisdictions; and that our product candidates will not receive regulatory approval, become commercially successful products, or result in new treatment options being offered to patients.

Other risks and uncertainties include those identified under the heading “Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, as filed with the Securities and Exchange Commission (SEC) on May 9, 2019, its Annual Report on Form 10-K for the year ended December 31, 2018 as filed with the SEC on March 12, 2019 and in any subsequent filings with the SEC. The forward-looking statements contained in this press release reflect Verastem Oncology’s views as of the date hereof, and the Company does not assume and specifically disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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