

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Rowinsky Eric K</u> (Last) (First) (Middle) <u>C/O VERASTEM, INC.,</u> <u>117 KENDRICK ST., SUITE 500</u> (Street) <u>NEEDHAM MA 02494</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Verastem, Inc. [VSTM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/18/2024 | | A | | 8,333 ⁽¹⁾ | A | \$0.00 | 8,333 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (right to buy) | \$3.27 | 06/18/2024 | | A | | 12,500 | | (2) | 06/18/2034 | Common Stock | 12,500 | \$0 | 12,500 | D | |

Explanation of Responses:

- Restricted stock units ("RSUs") granted to the Reporting Person under the Issuer's Amended and Restated 2021 Equity Incentive Plan. Each RSU represents the contingent right to receive one share of Common Stock. The RSUs vest in twelve equal installments (rounded down to the nearest whole share on each vesting date except with respect to the final vesting date on which the remaining unvested portion shall vest). The first eleven installments shall vest beginning on the last day of each month over a period from June, 2024 to April, 2025 and the last installment shall vest on the earlier of (i) the day before the 2025 Annual Meeting of Stockholders is held or (ii) May 31, 2025, provided that the Reporting Person continues to serve as a director of the Issuer on each such vesting date.
- The stock option vests in twelve equal installments (rounded down to the nearest whole share on each vesting date except with respect to the final vesting date on which the remaining unvested portion shall vest). The first eleven installments shall vest beginning on the last day of each month over a period from June, 2024 to April, 2025 and the last installment shall vest on the earlier of (i) the day before the 2025 Annual Meeting of Stockholders is held or (ii) May 31, 2025, provided that the Reporting Person continues to serve as a director of the Issuer on each such vesting date.

/s/ Daniel Calkins, Attorney in Fact 06/20/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.