

**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): **May 14, 2019**

**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))

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

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 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Verastem, Inc. (the “Company”) was held in Needham, Massachusetts on May 14, 2019. At that meeting, the stockholders considered and acted upon the following proposals:

Proposal No. 1 — *Election of Class I Directors*. By the vote reflected below, the stockholders elected the following individuals to serve as Class I directors until the 2022 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Michael Kaufmann, M.D.	19,384,422	4,498,255	38,103,983
Eric Rowinsky, M.D.	13,708,551	10,174,126	38,103,983

There were no abstentions with respect to this proposal.

Proposal No. 2 — *The Ratification of the Selection of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm for the Current Fiscal Year*. The stockholders voted to ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the current fiscal year. 56,127,092 shares voted for the proposal; 2,617,081 shares voted against the proposal; and 3,242,487 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

Proposal No. 3 — *Non-Binding Advisory Vote on the Compensation of the Company’s Named Executive Officers*. The Company’s stockholders approved, on a non-binding, advisory basis, the compensation paid to the Company’s named executive officers. 18,153,297 shares voted for the proposal; 2,308,728 shares voted against the proposal; and 3,420,652 shares abstained from voting on the proposal. There were 38,103,983 broker non-votes on the proposal.

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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: May 17, 2019

By: /s/ Sean C. Flynn

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Sean C. Flynn

Vice President, General Counsel and Secretary

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