

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Stuglik Brian M</u>  (Last) (First) (Middle) <u>C/O VERASTEM, INC.</u> <u>117 KENDRICK STREET, 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/18/2020		A		203,776 <sup>(1)</sup>	A	\$0	994,357	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)	\$2.2	12/18/2020		A		611,328		(2)	12/18/2030	Common Stock	611,328	\$0	611,328	D	

**Explanation of Responses:**

1. Represents restricted stock units ("RSUs") granted to the Reporting Person under the Issuer's Amended and Restated 2012 Incentive Plan. Each RSU represents the contingent right to receive one share of Common Stock. The RSUs vest as to 25% of the RSUs on the first anniversary of December 18, 2020 (the "Grant Date") and as to an additional 6.25% of the RSUs at the end of each successive three-month period following the first anniversary of the Grant Date until the fourth anniversary of the Grant Date (with the number of RSUs vesting on each vesting date rounded down to the nearest whole RSU, except with respect to the final vesting date on which all remaining unvested RSUs shall vest), provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

2. The option vests as to 25% of the shares on the first anniversary of December 18, 2020 (the "Grant Date") and as to an additional 6.25% of the shares at the end of each successive three-month period following the first anniversary of the Grant Date until the fourth anniversary of the Grant Date (with the number of shares vesting on each vesting date rounded down to the nearest whole share, except with respect to the final vesting date on which all remaining unvested shares shall vest), provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

**Remarks:**

/s/ Robert E. Gagnon, Attorney-in-Fact 12/22/2020

\*\* 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.

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