

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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>Gagnon Robert E.</u>  (Last) (First) (Middle) <u>C/O VERASTEM, INC., 117</u> <u>KENDRICK ST.,</u> <u>SUITE 500</u>  (Street) <u>NEEDHAM MA 02494</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/13/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Verastem, Inc. [ VSTM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	588,554 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	08/28/2018	Common Stock	350,000	9.43	D	
Stock Option (right to buy)	(3)	01/03/2019	Common Stock	50,000	3.51	D	
Stock Option (right to buy)	(4)	01/03/2019	Common Stock	50,000	3.51	D	
Stock Option (right to buy)	(5)	06/21/2019	Common Stock	250,000	1.81	D	
Stock Option (right to buy)	(6)	12/13/2019	Common Stock	125,000	1.34	D	
Stock Option (right to buy)	(7)	12/13/2019	Common Stock	125,000	1.34	D	
Stock Option (right to buy)	(8)	12/18/2020	Common Stock	203,776	2.2	D	
Stock Option (right to buy)	(9)	12/15/2021	Common Stock	301,500	2.36	D	

**Explanation of Responses:**

1. Includes 186,708 restricted stock units ("RSUs"). Each RSU represents the right to receive one share of common stock upon vesting. The RSUs vest as follows: (i) 38,208 RSUs vest as to 11.1% of the underlying shares on December 18, 2022, and as to an additional 11.1% of such shares at the end of each successive three month period until December 18, 2024; and (ii) 148,500 RSUs vest as to 25% of the underlying shares on December 15, 2022, and as to an additional 6.25% of the shares at the end of each successive three-month period until December 15, 2025. In each case the number of shares vesting on each vesting date is rounded down to the nearest whole share, except with respect to the final vesting date on which all remaining unvested shares shall vest, and in each case provided that the Reporting Person continues to serve as an employee, director, or other service provider to the Issuer on each such vesting date.

2. The option vested as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vests as to 6.25% of the shares underlying the option 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.

3. The option vested as to 25% of the shares underlying the option on January 1, 2020 and, thereafter, vests as to 6.25% of the shares underlying the option at the end of each successive three-month period after such date until January 1, 2023.

4. The option vests as to: (a) 40% of the shares underlying the option upon the date on which the closing price per share of the common stock is at least \$10.00 on at least 20 (whether or not consecutive) of the preceding 30 trading days, (b) 40% of the shares underlying the option upon the date on which the closing price per share of the common stock is at least \$15.00 on at least 20 (whether or not consecutive) of the preceding 30 trading days, and (c) 20% of the shares underlying the option upon the date on which the closing price per share of the common stock is at least \$20.00 on at least 20 (whether or not consecutive) of the preceding 30 trading days.

5. The option vested as to 50% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vested as to 12.5% of the shares underlying the option on each successive three month period after such date until the second anniversary of the grant date.

6. The option vested as to 50% of the shares underlying the option on the first anniversary of the grant date and vested as to 12.5% of the shares underlying the option at the end of

each successive three-month period following the first anniversary of grant date until second anniversary of the grant date.

7. The option vested as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vests as to 6.25% of the shares underlying the option at the end of each successive three-month period after such date until the fourth anniversary of the grant date.

8. The option vested as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, as to 6.25% of the shares underlying the option 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.

9. The option vests as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, as to 6.25% of the shares underlying the option 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.

**Remarks:**

Exhibit List Exhibit 24 -Power of Attorney

/s/ Daniel Calkins,  
Attorney-in-Fact

12/15/2022

\*\* 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 5 (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.**

## Exhibit 24 to Form 3

## POWER OF ATTORNEY

I, Robert Gagnon, hereby authorize and designate each of Brian Stuglik, Daniel Paterson and Daniel Calkins signing singly, as my true and lawful attorney-in-fact to:

(1) execute for and on my behalf, in my capacity as an officer of Verastem, Inc. (the "Company"), Form ID and Forms 3, 4 and 5, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder;

(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby further grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitutes or revocation, hereby ratifying and confirming all that such attorney-in fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney terminates and replaces that certain Power of Attorney dated December 17, 2019.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of December 15, 2022.

/s/ Robert Gagnon

Robert Gagnon

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