

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MPM BIOVENTURES V LLC</u> _____ (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>200 CLARENDON STREET, 54TH FLOOR</u> _____ (Street) <u>BOSTON MA 02116</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 _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <b>Former 10% stockholder</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2012</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**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	02/01/2012		C		1,933,333	A	(1)	1,933,333	I	By MPM BioVentures V, L.P. <sup>(2)</sup>
Common Stoc	02/01/2012		P		100,000 <sup>(3)</sup>	A	\$10	2,033,333 <sup>(4)</sup>	I	By Funds <sup>(2)</sup> <sup>(5)</sup>

**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	Amount or Number of Shares				
Series A Preferred Stock	(1)	02/01/2012		C		4,000,000		(1)	(1)	Common Stock	1,142,857	\$0.00	0	I	By MPM BioVentures V, L.P. <sup>(2)</sup>
Series B Preferred Stock	(1)	02/01/2012		C		2,500,000		(1)	(1)	Common Stock	714,286	\$0.00	0	I	By MPM BioVentures V, L.P. <sup>(2)</sup>
Series C Preferred Stock	(1)	02/01/2012		C		266,666		(1)	(1)	Common Stock	76,190	\$0.00	0	I	By MPM BioVentures V, L.P. <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
MPM BIOVENTURES V LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR  
 \_\_\_\_\_  
 (Street)  
BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MPM BIOVENTURES V GP LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR  
 \_\_\_\_\_  
 (Street)  
BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[EVNIN LUKE](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Foley Todd](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KAILIAN VAUGHN M](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Scopa James Paul](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[St Peter Steven](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Vander Vort John](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[MPM BIOVENTURES V, L.P.](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[MPM ASSET MANAGEMENT INVESTORS  
BV5 LLC](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

- Each share of preferred stock converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares had no expiration date.
- MPM BioVentures V GP LLC ("MPM V GP") is the general partner of MPM BioVentures V, L.P. ("MPM V LP") and MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM V GP. Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM V LP. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.
- Shares were purchased as follows: 96,260 by MPM BioVentures V, L.P. and 3,740 by MPM Asset Management Investors BV5 LLC.
- Shares are held as follows: 2,029,593 by MPM BioVentures V, L.P. and 3,740 by MPM Asset Management Investors BV5 LLC.
- MPM BioVentures V LLC ("MPM V LLC") is the managing member of MPM Asset Management Investors BV5 LLC ("MPM Asset"). Luke Evnin, Todd Foley, Ansbert Gadicke, Vaughn Kailian, James Scopa, Steven St. Peter and John Vander Vort are the members of MPM V LLC and share the power to vote, hold and dispose of the shares held by MPM Asset. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

**Remarks:**

[/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC](#) 02/03/2012  
[/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC](#) 02/03/2012  
[/s/ Luke Evnin](#) 02/03/2012  
[/s/ Todd Foley](#) 02/03/2012  
[/s/ Vaughn M. Kailian](#) 02/03/2012  
[/s/ James Paul Scopa](#) 02/03/2012  
[/s/ Steven St. Peter](#) 02/03/2012  
[/s/ John Vander Vort](#) 02/03/2012  
[/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM BioVentures V GP LLC, the General Partner of MPM BioVentures V, L.P](#) 02/03/2012  
[/s/ Ansbert Gadicke, Member of MPM BioVentures V LLC, the Managing Member of MPM Asset Management Investors BV5 LLC](#) 02/03/2012

\*\* 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.