

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>Longwood Fund, L.P.</u> (Last) (First) (Middle) <u>C/O VERASTEM, INC.</u> <u>215 FIRST STREET, SUITE 440</u> (Street) <u>CAMBRIDGE MA 02142</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	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) <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 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		1,142,857	A	(1)	1,142,857	D ⁽³⁾	
Common Stock	02/01/2012		C		1,000,000	A	(1)	2,142,857	D ⁽³⁾	
Common Stock	02/01/2012		C		126,984	A	(1)	2,269,841	D ⁽³⁾	
Common Stock	02/01/2012		A		600,000	A	\$10	2,869,841	D ⁽³⁾	

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
Series A Preferred Stock	(1)	02/01/2012		C		4,000,000		(1)	(2)	Common Stock	1,142,857 ⁽¹⁾	\$0	0	D ⁽³⁾	
Series B Preferred Stock	(1)	02/01/2012		C		3,500,000		(1)	(2)	Common Stock	1,000,000 ⁽¹⁾	\$0	0	D ⁽³⁾	
Series C Preferred Stock	(1)	02/01/2012		C		444,444		(1)	(2)	Common Stock	126,984 ⁽¹⁾	\$0	0	D ⁽³⁾	

Explanation of Responses:

- Each share of preferred stock automatically converted into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering without payment of consideration.
- Not applicable.
- Longwood Fund GP, LLC is the sole General Partner of Longwood Fund, L.P. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively, the "Managers") are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by LongwoodFund L.P. (the "Longwood Shares"). Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest therein, and their inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

/s/ Paul Brannelly, as attorney-in-fact 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.

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