

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Calkins Daniel</u> (Last) (First) (Middle) C/O VERASTEM, INC., 117 KENDRICK ST., SUITE 500 (Street) NEEDHAM MA 02494 (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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2024	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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				
Stock Option (right to buy)	\$43.32	03/11/2024		D		631	(2)	01/02/2029	Common Stock	631	(1)	0	D		
Stock Option (right to buy)	\$21.72	03/11/2024		D		833	(3)	06/21/2029	Common Stock	833	(1)	0	D		
Stock Option (right to buy)	\$15.96	03/11/2024		D		1,666	(4)	12/20/2029	Common Stock	1,666	(1)	0	D		
Stock Option (right to buy)	\$29.76	03/11/2024		D		833	(5)	04/01/2030	Common Stock	833	(1)	0	D		
Stock Option (right to buy)	\$26.4	03/11/2024		D		750	(6)	01/04/2031	Common Stock	750	(1)	0	D		
Stock Option (right to buy)	\$27.72	03/11/2024		D		1,875	(7)	12/23/2031	Common Stock	1,875	(1)	0	D		
Stock Option (right to buy)	\$11.44	03/11/2024		A		5,413	(1)	03/11/2034	Common Stock	5,413	(1)	5,413	D		
Stock Option (right to buy)	\$11.44	03/11/2024		A		1,175	(1)	03/11/2034	Common Stock	1,175	(1)	1,175	D		

Explanation of Responses:

- On March 11, 2024, pursuant to the Issuer's option exchange program, the Issuer canceled certain eligible unexercised options granted to the Reporting Person with an exercise price greater than \$15. In exchange, the Reporting Person received (i) in the case of the canceled options that were fully vested as of March 8, 2024, a grant of 5,413 stock options that will vest in two equal installments over a two-year period from March 11, 2024 (the "Grant Date") and (ii) in the case of the canceled options there were unvested as of March 8, 2024, a grant of 1,175 stock options that will vest as to 25% on the first anniversary of the Grant Date and as to an additional 6.25% 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, subject to the Reporting Person's continued service to the Issuer on the vesting date.
- The canceled option was granted on January 2, 2019 and provided for vesting as to 20% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting as to 5.0% 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 fifth anniversary of the grant date.
- The canceled option was granted on June 21, 2019 and provided for vesting as to 50% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting 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.
- The canceled option was granted on December 20, 2019 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting 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.
- The canceled option was granted on April 1, 2020 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting 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.

6. The canceled option was granted on January 4, 2021 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting 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.

7. The canceled option was granted on December 23, 2021 and provided for vesting as to 25% of the shares underlying the option on the first anniversary of the grant date and, thereafter, vesting 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.

/s/ Daniel Calkins

03/13/2024

** 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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