

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Ridgeback Capital Investments L.P.</u> (Last) (First) (Middle) 500 SOUTH POINTE DRIVE SUITE 220 (Street) MIAMI FL 33139 (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2020	
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			
Common Stock	03/06/2020		C	V	5,515,151	A	(2)	10,068,243	D ⁽¹⁾	

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
5% Convertible Senior Second Lien Notes due 2048	\$1.65	03/06/2020		C	V			\$9,100,000	01/14/2020	11/01/2048	Common Stock	5,515,151	\$0	\$0	D ⁽¹⁾

1. Name and Address of Reporting Person*
Ridgeback Capital Investments L.P.
 (Last) (First) (Middle)
 500 SOUTH POINTE DRIVE
 SUITE 220
 (Street)
 MIAMI FL 33139
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ridgeback Capital Investments Ltd.
 (Last) (First) (Middle)
 500 SOUTH POINTE DRIVE
 SUITE 220
 (Street)
 MIAMI FL 33139
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ridgeback Capital Management LP
 (Last) (First) (Middle)
 500 SOUTH POINTE DRIVE
 SUITE 220
 (Street)
 MIAMI FL 33139
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. Ridgeback Capital Investments L.P. owns all of the securities reported herein directly. Ridgeback Capital Investments Ltd. is the general partner of Ridgeback Capital Investments L.P. Pursuant to an investment management agreement, Ridgeback Capital Management LLC maintains investment and voting power with respect to the securities held or controlled by Ridgeback Capital Investments Ltd. Wayne Holman, an individual, controls Ridgeback Capital Management LLC. Ridgeback Capital Management LLC, Ridgeback Capital Investments Ltd. and Wayne Holman do not own any securities reported herein directly and disclaim beneficial ownership of any of the securities covered by this statement, except to the extent of any pecuniary interest therein.

2. The Reporting Person converted \$9,100,000 principal amount of 5% Convertible Senior Second Lien Notes due 2048 on March 6, 2020 into 5,515,151 shares of common stock at a conversion price of \$1.65 per share.

/s/ Bud Holman, Authorized
Signatory

03/06/2020

** 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.

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.