

Verastem, Inc.
Form 3/A
January 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bessemer Venture Partners VII L.P. | | (Month/Day/Year) | Verastem, Inc. [VSTM] | |
| (Last) | (First) | 01/26/2012 | | |
| C/O BESSEMER VENTURE PARTNERS,Â 1865 PALMER AVENUE, SUITE 104 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 01/26/2012 |
| LARCHMONT,Â NYÂ 10538 | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|--|
| Series A Preferred Stock | 01/26/2012 | ∞ ⁽¹⁾ | Common Stock | 1,142,857 | \$ ⁽²⁾ | I | See notes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ |
| Series B Preferred Stock | 01/26/2012 | ∞ ⁽¹⁾ | Common Stock | 714,285 | \$ ⁽²⁾ | I | See notes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ |
| Series C Preferred Stock | 01/26/2012 | ∞ ⁽¹⁾ | Common Stock | 38,095 | \$ ⁽²⁾ | I | See notes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |
| Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |
| BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |
| Deer VII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |
| Deer VII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |
| Deer Management Co. LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | ∞ X | ∞ X | ∞ | ∞ |

Signatures

/s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P., the General Partner for BVP VII Special Opportunity Fund L.P., Bessemer Venture Partners VII Institutional L.P. and Bessemer Venture Partners VII L.P.

01/27/2012

__Signature of Reporting Person

Date

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| | |
|--|------------|
| /s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P. | 01/27/2012 |
| **Signature of Reporting Person | Date |
| /s/ J. Edmund Colloton, Director, Deer VII & Co. Ltd. | 01/27/2012 |
| **Signature of Reporting Person | Date |
| /s/ J. Edmund Colloton, Managing Member for Deer Management Co. LLC | 01/27/2012 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) These securities are shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the Issuer (collectively, the "Shares"), are convertible at any time at the holder's election and do not have an expiration date.
- (2) Upon the closing of the Issuer's initial public offering, the Shares will convert at a ratio of 3.5-to-1 into the number of shares of Common Stock shown in column 3 above.
Bessemer Venture Partners VII L.P. ("Bessemer VII") owns 1,280,000 shares. Bessemer Venture Partners VII Institutional L.P. ("Bessemer VII Institutional") owns 560,000 shares. BVP VII Special Opportunity Fund L.P. ("BVP VII," and together with Bessemer VII and Bessemer VII Institutional, the "Funds") owns 2,160,000 shares.
- (3) Bessemer VII owns 800,000 shares. Bessemer VII Institutional owns 350,000 shares. BVP VII owns 1,350,000 shares.
- (4) Bessemer VII owns 42,667 shares. Bessemer VII Institutional owns 18,667 shares. BVP VII owns 71,999 shares.
Deer VII & Co. L.P. ("Deer VII") is the general partner of each of the Funds. Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII. Deer Management Co. LLC ("Deer Management") is the management company affiliate of the Funds. The Funds, together with
(6) Deer VII, Deer Ltd. and Deer Management, are the "Bessemer Entities." Deer VII disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interests in the Funds. (continued in footnote 7).
Deer Ltd. disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Deer VII. Deer Management disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares.
- (7) Stephen Kraus, an employee of Deer Management, serves as the representative of the Bessemer Entities on the Issuer's board of directors.
- (8) This Form 3 amendment is being filed solely to add Deer VII and Deer Ltd. as reporting persons.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.