

Verastem, Inc.
Form 8-K
March 06, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **March 5, 2013**

Verastem, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35403
(Commission
File Number)

27-3269467
(IRS Employer
Identification No.)

215 First Street, Suite 440, Cambridge, MA
(Address of Principal Executive Offices)

02142
(Zip Code)

Registrant's telephone number, including area code: **(617) 252-9300**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director.

On March 5, 2013, the Board of Directors of Verastem, Inc. (the Company) unanimously voted to increase the size of the Company's Board of Directors, which had previously been set at 7, to 8 members and to elect Stephen A. Sherwin, M.D., 64, as a director of the Company. Dr. Sherwin will also serve as a member of the Company's Compensation Committee.

In connection with his election as a director, Dr. Sherwin received a stock option grant of 25,000 shares of the Company's common stock. Consistent with the Company's director compensation policy, Dr. Sherwin will be eligible to receive certain annual cash retainer fees and an annual stock option grant of 12,500 shares of common stock. Dr. Sherwin also entered into a customary indemnification agreement with the Company.

A press release announcing Dr. Sherwin's appointment is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index attached hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERASTEM, INC.

Date: March 6, 2013

By:

/s/ Paul Brannelly
Paul Brannelly
Vice President, Finance

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Verastem, Inc. on March 6, 2013

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Included in Legal Opinion of Irell & Manella LLP filed as Exhibit 5.1 to this Registration Statement. (3) Included on the signature pages filed with this Registration Statement.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

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- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised

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that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Philip W. Colburn

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ V. Bond Evans</u> V. Bond Evans	Director	July 25, 2003
<u>/s/ Jack H. Parkinson</u> Jack H. Parkinson	Director	July 25, 2003
<u>/s/ Rudolph A. Schlais</u> Rudolph A. Schlais	Director	July 25, 2003

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EXHIBIT INDEX

Exhibit Number	Description
4.1 (1)	Restated Articles of Incorporation of the Registrant
4.2 (1)	Restated Bylaws of the Registrant
5.1*	Legal Opinion of Irell & Manella LLP
23.1 (2)	Consent of Irell & Manella LLP
23.2*	Consent of PricewaterhouseCoopers LLP
23.3*	Statement Regarding Consent of Arthur Andersen LLP
24.1 (3)	Power of Attorney
99.1*	Superior Industries International, Inc. 2003 Equity Incentive Plan

* Filed herewith.

(1) Incorporated by reference to the Registrant's Annual Report on Form 10-K filed March 31, 1995 (File No. 001-06615).

(2) Included in Legal Opinion of Irell & Manella LLP filed as Exhibit 5.1 to this Registration Statement.

(3) Included on the signature pages filed with this Registration Statement.

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