

Verastem, Inc.  
Form S-8  
December 19, 2014

As filed with the Securities and Exchange Commission on December 19, 2014

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Verastem, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**27-3269467**  
(I.R.S Employer Identification No.)

**117 Kendrick St., Suite 500**  
**Needham, MA**  
(Address of Principal Executive Offices)

**02494**  
(Zip Code)

**2012 Incentive Plan**

(Full title of the plan)

**Robert Forrester**  
**President and Chief Executive Officer**  
**Verastem, Inc.**

**117 Kendrick St., Suite 500**

**Needham, MA 02494**

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(781) 292-4200

(Name, address, and telephone number, including area code, of agent for service)

**With copies to:**

**Marko S. Zatylny**

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

(617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.0001 par value per share	2,827,947 shares <sup>(2)</sup>	\$ 8.27 <sup>(3)</sup>	\$ 23,372,981.96	\$ 2,715.94
Common Stock, \$0.0001 par value per share	28,624 shares <sup>(4)</sup>	\$ 10.99	\$ 314,577.76	\$ 36.55
Common Stock, \$0.0001 par value per share	50,000 shares <sup>(4)</sup>	\$ 7.62	\$ 381,000.00	\$ 44.27
Common Stock, \$0.0001 par value per share	15,000 shares <sup>(4)</sup>	\$ 8.32	\$ 124,800.00	\$ 14.50
Common Stock, \$0.0001 par value per share	40,000 shares <sup>(4)</sup>	\$ 9.28	\$ 371,200.00	\$ 43.13
Common Stock, \$0.0001 par value per share	8,000 shares <sup>(4)</sup>	\$ 10.99	\$ 87,920.00	\$ 10.22
Common Stock, \$0.0001 par value per share	15,000 shares <sup>(4)</sup>	\$ 9.28	\$ 139,200.00	\$ 16.18
Common Stock, \$0.0001 par value per share	100,000 shares <sup>(4)</sup>	\$ 13.59	\$ 1,359,000.00	\$ 157.92
Common Stock, \$0.0001 par value per share	140,419 shares <sup>(4)</sup>	\$ 10.07	\$ 1,414,019.33	\$ 164.31
Common Stock, \$0.0001 par value per share	24,500 shares <sup>(4)</sup>	\$ 9.06	\$ 221,970.00	\$ 25.79
Common Stock, \$0.0001 par value per share	63,000 shares <sup>(4)</sup>	\$ 7.45	\$ 469,350.00	\$ 54.54
Common Stock, \$0.0001 par value per share	18,748 shares <sup>(4)</sup>	\$ 8.91	\$ 167,044.68	\$ 19.41
Common Stock, \$0.0001 par value per share	48,000 shares <sup>(4)</sup>	\$ 8.78	\$ 421,440.00	\$ 48.97
<b>Totals</b>	<b>3,379,238 shares</b>		<b>\$ 28,844,503.73</b>	<b>\$ 3,351.73</b>

(1) This Registration Statement covers an additional 3,379,238 shares of the Registrant's Common Stock, par value \$0.0001 per share (the "Common Stock"), that may be issued pursuant to awards granted under the Registrant's 2012 Incentive Plan and includes shares that may be added in the future pursuant to the evergreen provisions of the plan. The evergreen provision provides that on each January 1 an additional number of shares equal to the lesser of (i) 1,285,714 shares of Common Stock, (ii) 4% of the then-outstanding shares of the Registrant or (iii) an amount determined by the board of directors of Verastem, Inc. will be added

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to the shares authorized for issuance under the 2012 Incentive Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.

- (2) Represents shares of Common Stock reserved for issuance under the 2012 Incentive Plan.
  
  - (3) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Market on December 16, 2014 to be \$8.51 and \$8.02, respectively.
  
  - (4) Represents shares of Common Stock reserved for issuance upon the exercise of options previously granted under the Registrant's 2012 Incentive Plan.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed to register an additional 3,379,238 shares under the Registrant's 2012 Incentive Plan. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-180475) filed with the Securities and Exchange Commission (the Commission) on March 30, 2012.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 8. Exhibits.**

See the Exhibit Index following the signature page.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Needham, Commonwealth of Massachusetts on December 19, 2014.

VERASTEM, INC.

By: */s/ Robert Forrester*  
 Robert Forrester  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Robert Forrester and John B. Green, and each of them singly, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them singly, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
<i>/s/ Robert Forrester</i> Robert Forrester	President, Chief Executive Officer (Principal executive officer) and Director	December 19, 2014
<i>/s/ John B. Green</i> John B. Green	Chief Financial Officer (Principal financial and accounting officer)	December 19, 2014
<i>/s/ Christoph Westphal, M.D., Ph.D.</i> Christoph Westphal, M.D., Ph.D.	Executive Chairman and Director	December 19, 2014
<i>/s/ Timothy Barberich</i> Timothy Barberich	Director	December 19, 2014
<i>/s/ Paul A. Friedman, M.D.</i> Paul A. Friedman, M.D.	Director	December 19, 2014
<i>/s/ Michael Kauffman, M.D., Ph.D.</i> Michael Kauffman, M.D., Ph.D.	Director	December 19, 2014

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/s/ Alison Lawton  
Alison Lawton

Director

December 19, 2014

/s/ S. Louise Phanstiel  
S. Louise Phanstiel

Director

December 19, 2014

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/s/Stephen A. Sherwin, M.D.  
Stephen A. Sherwin, M.D.

Director

December 19, 2014

/s/ Henri Termeer  
Henri Termeer

Director

December 19, 2014

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed by the Registrant with the Securities and Exchange Commission on March 30, 2012)
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registration Statement on Form S-1 filed by the Registrant with the Securities and Exchange Commission on January 13, 2012)
4.3	2012 Incentive Plan (incorporated by reference to Exhibit 10.2 to Amendment No. 3 to the Registration Statement on Form S-1 filed by the Registrant with the Securities and Exchange Commission on January 13, 2012)
5.1	Opinion of Ropes & Gray LLP (filed herewith)
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
24.1	Power of attorney (included on the signature page of this Registration Statement under the caption "Power of Attorney")