

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Gagnon Robert E.</u>  (Last) (First) (Middle) <u>C/O VERASTEM, INC.</u> <u>117 KENDRICK STREET, SUITE 500</u>  (Street) <u>NEEDHAM MA 02494</u>  (City) (State) (Zip)			<u>Verastem, Inc. [ VSTM ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2019</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$3.51	01/03/2019		A	50,000		(1)	01/03/2029	Common Stock 50,000	\$0	50,000	D	
Stock Option (Right to Buy)	\$3.51	01/03/2019		A	50,000		(2)	01/03/2029	Common Stock 50,000	\$0	50,000	D	

**Explanation of Responses:**

1. The option vests as to 25% of the shares on the first anniversary of January 1, 2019 (the "Commencement Date") and as to an additional 6.25% of the shares at the end of each successive three-month period following the first anniversary of the Commencement Date until the fourth anniversary of the Commencement Date (with the number of shares vesting on each vesting date rounded down to the nearest whole share, except with respect to the final vesting date on which all remaining unvested shares shall vest), provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

2. The option vests as to: (a) 40% of the shares upon the date on which the closing price per share of the common stock is at least \$10.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, (b) 40% of the shares shall vest upon the date on which the closing price per share of the common stock is at least \$15.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, and (c) 20% of the shares shall vest upon the date on which the closing price per share of the common stock is at least \$20.00 on at least 20 (whether or not consecutive) of the prior 30 trading days, provided that the Reporting Person continues to serve as an employee of or other service provider to the Issuer on each such vesting date.

**Remarks:**

Exhibit List - Exhibit 24 - Limited Power of Attorney

/s/ Sean Flynn, attorney-in-fact 01/07/2019

\*\* 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.

**Exhibit 24**

**POWER OF ATTORNEY**

I, Robert Gagnon, hereby authorize and designate each of Robert Forrester, Sean Flynn, and Peter Pellegrino, signing singly, as my true and lawful attorney-in-fact to:

(1) execute for and on my behalf, in my capacity as an officer of Verastem, Inc. (the "Company"), Form ID and Forms 3, 4 and 5, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder;

(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby further grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitutes or revocation, hereby ratifying and confirming all that such attorney-in fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney terminates and replaces that certain Power of Attorney dated August 28, 2018.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 11th day of December, 2018.

/s/ Robert Gagnon

Robert Gagnon