

Verastem, Inc.
Form 3
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 *

^ CHP III LP

(Last) (First) (Middle)

C/O CARDINAL PARTNERS
230 NASSAU STREET

(Street)

PRINCETON, ^ NJ ^ 08542

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/26/2012

3. Issuer Name and Ticker or Trading Symbol
Verastem, Inc. [VSTM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,142,857	\$ (1)	D (2)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	714,285	\$ (1)	D (2)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	126,984	\$ (1)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHP III LP C/O CARDINAL PARTNERS 230 NASSAU STREET PRINCETON, NJ 08542	Â	Â X	Â	Â
CHP III Management, L.L.C. C/O CARDINAL PARTNERS 230 NASSAU STREET PRINCETON, NJ 08542	Â	Â X	Â	Â

Signatures

/s/ John J. Park, Managing Member of CHP III Management, L.L.C., the General Partner of CHP III, L.P.

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) Each share of preferred stock will automatically convert into approximately 0.29 shares of common stock upon the closing of the issuer's initial public offering. The shares have no expiration date.

CHP III Management, L.L.C. is the sole General Partner of CHP III, L.P. John K. Clarke, Brandon H. Hull, Charles G. Hadley and John J. Park. (collectively, the "Managing Members") are Managing Members of CHP III Management, L.L.C., and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of CHP III, L.P. (the "CHP III Shares"). Each of the Managing Members disclaim beneficial ownership of the CHP III Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
- (2)

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.