

TESARO, Inc.
Form 4
December 14, 2016

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 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 *
English Edward C

(Last) (First) (Middle)

C/O TESARO, INC., 1000 WINTER STREET, SUITE 3300

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TESARO, Inc. [TSRO]

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP of Finance and Admin.

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 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
Common Stock, par value \$.0001	12/12/2016		M ⁽¹⁾		5,000	A	\$ 24.18
Common Stock, par value \$.0001	12/12/2016		M ⁽¹⁾		5,000	A	\$ 34.58
Common Stock, par value \$.0001	12/12/2016		S ⁽¹⁾		1,700	D	\$ 128.3 (2)

Common Stock, par value \$.0001	12/12/2016	<u>S</u> ⁽¹⁾	8,300	D	\$ 129.20 <u>(3)</u>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.18	12/12/2016		<u>M</u> ⁽¹⁾	5,000	<u>(4)</u> 03/06/2023	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 34.58	12/12/2016		<u>M</u> ⁽¹⁾	5,000	<u>(5)</u> 08/30/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
English Edward C C/O TESARO, INC. 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451			VP of Finance and Admin.	

Signatures

/s/ Joseph L. Farmer,
attorney-in-fact

12/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2016.
The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$127.79 to \$128.73, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
 - (2) The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$128.82 to \$129.67, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
 - (3) A quarter of the original grant of options to purchase 25,000 shares of common stock vested on March 6, 2014 and, thereafter, 1/36th of the remaining options vest on each monthly anniversary of such date until fully vested.
 - (4) A quarter of the original grant of options to purchase 15,000 shares of common stock vested on August 30, 2014 and, thereafter, 1/36th of the remaining options vest on each monthly anniversary of such date until fully vested.
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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