

Witz Pascale
Form 4/A
July 03, 2018

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 *
Witz Pascale

(Last) (First) (Middle)

C/O TESARO, INC., 1000 WINTER STREET

(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)
06/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock	06/01/2018		A	(A) or (D) 1,279 (1)	\$ 0 1,279	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Nonqualified Stock Option (right to buy)	\$ 46.89	06/01/2018		A		14,221 (5)		(2)	06/01/2028	Common Stock	14,221 (5)
Director Restricted Stock Units	(3)	06/01/2018		A		8,104 (5)		(4)	(4)	Common Stock	8,104 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Witz Pascale C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451	X			

Signatures

/s/ Joseph L. Farmer,
Attorney-in-Fact

07/03/2018

**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 Reporting Person has elected to receive common stock in lieu of cash for board retainers and fees otherwise payable in cash.
- (2) The option vests in three annual installments beginning on June 1, 2019, subject to the Reporting Person's continued service on the Issuer's board of directors.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of TESARO common stock.
- (4) The RSUs vest in three annual installments beginning on June 1, 2019, subject to the Reporting Person's continued service on the Issuer's board of directors.

(5) This amendment is being filed to amend the Form 4 filed by the reporting person on June 5, 2018 (the "Original Form 4") for the sole purpose of correcting the numbers of derivative securities acquired as reported in column 5 of Table II of the Original Form 4, the numbers of shares underlying securities as reported in column 7 of Table II of the Original Form 4, and the numbers of derivative securities beneficially owned following the reported transactions as reported in column 9 of Table II of the Original Form 4.

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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