

SEIDENBERG BETH C
Form 4
September 11, 2017

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 *
SEIDENBERG BETH C

(Last) (First) (Middle)

C/O KPCB, 2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2017

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)

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	09/11/2017		J(1)		667,283	D	\$ 0	2,018,985	I	See footnotes (2) (3)
Common Stock	09/11/2017		J(4)		58,500	D	\$ 0	168,755	I	See footnotes (3) (5)
Common Stock	09/11/2017		J(6)		204,166	A	\$ 0	204,166	I	See footnote (7)
Common Stock	09/11/2017		J(8)		204,166	D	\$ 0	0	I	See footnote (7)
	09/11/2017		J(9)		22,516	A	\$ 0	44,575	D	

Common
Stock

Common Stock	09/11/2017	J ⁽⁹⁾	663	A	\$ 0	868	I	By Michael J. Seidenberg Irrevocable Trust ⁽¹⁰⁾
Common Stock	09/11/2017	J ⁽⁹⁾	663	A	\$ 0	868	I	By Samuel B. Seidenberg Irrevocable Trust ⁽¹⁰⁾

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIDENBERG BETH C C/O KPCB 2750 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ Ava Hahn,
Attorney-in-Fact

09/11/2017

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV") without consideration to its members (the "Fund Distribution").
- The shares are held directly by KPCB XIV. The managing member of KPCB XIV is KPCB XIV Associates, LLC ("KPCB XIV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."
- (2) The Reporting Person disclaims beneficial ownership over all Issuer shares held for convenience in the name of "KPCB Holdings, Inc. as nominee," except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for the purposes of Section 16 or for any other purpose.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by KPCB XIV Founders Fund, LLC ("KPCB XIV Founders") without consideration to its members.
- The shares are held directly by KPCB XIV Founders. The managing member of KPCB XIV Founders is KPCB XIV Associates, of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."
- (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB XIV in the Fund Distribution.
- The shares are held directly by KPCB XIV Associates, of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by KPCB XIV Associates without consideration to its members (the "Associates Distribution").
- (6) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the Associates Distribution.
- The Reporting Person and her spouse are co-trustees of the trust and their son is beneficiary of the trust. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (7) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the Associates Distribution.
- The Reporting Person and her spouse are co-trustees of the trust and their son is beneficiary of the trust. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (8)

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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