Viswanathan Ravi Form 3 June 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 *

A Viswanathan Ravi

(Last) (First)

(Middle)

Statement

(Month/Day/Year)

06/27/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

TESARO, Inc. [TSRO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

1954 GREENSPRING DRIVE, Â SUITE 600

(Street)

Director Officer

_X__ 10% Owner Other (give title below) (specify below)

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

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

TIMONIUM, MDÂ 21093

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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 control number.

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)

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

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

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

Date Exercisable Date

Expiration Title

Amount or Number of Shares

Derivative Security Direct (D)

or Indirect (I)

						(Instr. 5)	
Series A Preferred Stock	(1)	(1)	Common Stock	5,134,285	\$ <u>(1)</u>	I	See Note 2 (2)
Series B Preferred Stock	(1)	(1)	Common Stock	5,253,859	\$ <u>(1)</u>	I	See Note 2 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Othe		
Viswanathan Ravi 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	ÂX	Â	Â		

Signatures

/s/ Louis Citron,
attorney-in-fact

**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) The reported securities are convertible at any time, in whole or in part, at the option of the holder, have no expiration date, and will convert into shares of common stock immediately prior to the closing of the Issuer's initial public offering.
- The Reporting Person is a director of NEA 13 GP, LTD, the sole general partner of NEA Partners 13, L.P., the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.

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.

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