

TESARO, Inc.  
Form 4  
June 05, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
MOTT DAVID M

(Last) (First) (Middle)

1954 GREENSPRING  
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2013

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)
Common Stock	06/04/2013		J <sup>(1)</sup>	1,645,000 D	\$ 0 9,854,255	I	See Note 2 <sup>(2)</sup>
Common Stock	06/04/2013		J <sup>(3)</sup>	16,450 A	\$ 0 16,450	I	See Note 4 <sup>(4)</sup>
Common Stock	06/04/2013		J <sup>(5)</sup>	16,450 D	\$ 0 0	I	See Note 4 <sup>(4)</sup>
Common Stock	06/03/2013		A	1,330 <sup>(6)</sup> A	\$ 0 5,491	D	
Common Stock	06/04/2013		J <sup>(7)</sup>	829 A	\$ 0 829	I	See Note 8 <sup>(8)</sup>



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- (3) NEA Partners 13 received 16,450 shares of common stock of the Issuer in the distribution by NEA 13 on June 4, 2013.
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13. The Reporting Person
- (4) disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by NEA Partners 13, except to the extent of his pecuniary interest therein.
- (5) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 16,450 shares of common stock of the Issuer to its limited partners on June 4, 2013.
- (6) The Reporting Person has elected to receive common stock in lieu of cash for board retainers and fees otherwise payable in cash.
- (7) The David Mott Declaration of Trust dated May 31, 2001 as amended (the "Mott Trust") received 829 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- The shares are directly held by the Mott Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of
- (8) the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by the Mott Trust, except to the extent of his pecuniary interest therein.
- (9) The option vests on the earlier of the one-year anniversary of the date of grant and the next annual meeting of the Issuer's stockholders, subject to the Reporting Person's continued service on the Issuer's board of directors.

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.