TESARO, Inc. Form 4 June 05, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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

1(b).

(Last)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* DRANT RYAN D

(First)

(Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

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 \_X\_\_ 10% Owner \_\_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

TIMONIUM, MD 21093

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative So	ecuriti	ies Acquired	l, 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. Transactic Code (Instr. 8)	4. Securities and Disposed of (Instr. 3, 4 and Amount	(D)	red (A) or Price	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(1)	1,645,000	D	\$ 0	9,854,255	I	See Note 2 (2)
Common Stock	06/04/2013		<u>J(3)</u>	16,450	A	\$ 0	16,450	I	See Note 4 (4)
Common Stock	06/04/2013		<u>J(5)</u>	16,450	D	\$ 0	0	I	See Note 4 (4)
Common Stock	06/04/2013		<u>J(6)</u>	580	A	\$0	580	D	
Common Stock	06/04/2013		J <u>(7)</u>	3,583	A	\$ 0	3,583	I	See Note 8 (8)

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Common Stock	06/05/2013	S	3,583	D	\$ 38.9968 0	I	See Note 8 (8)
Common Stock	06/05/2013	S	580	D	\$ 40.1699 0 (10)	D	

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 3	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

/s/ Louis Citron,

attorney-in-fact

Reporting Owner Name / Address	Relationships						
<b>,</b>	Director	10% Owner	Officer	Other			
DRANT RYAN D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					
Signatures							

06/05/2013

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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) New Enterprise Associates 13, Limited Partnership ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,645,000 shares of common stock of the Issuer to its general partner and its limited partners 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, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13, the direct beneficial owner of the shares. The Reporting Person 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 13, except to the extent of his pecuniary interest therein.
- (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 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.
- 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 received 580 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- (7) New Enterprise Associates, LLC ("NEA LLC") received 3,583 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The

  (8) Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares of the Issuer held by NEA LLC, except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.65 to \$39.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 in this footnote (9) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.15 to \$40.20, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 in this footnote (10) to this 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. 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.