TESARO, Inc. Form 4 June 05, 2013

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SANDELL SCOTT D

> (Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

TIMONIUM, MD 21093

(City)

Common

Stock

06/04/2013

(Street)

(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)

J(8)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X__ 10% Owner Officer (give title Other (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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$0

Α

3,583

Ι

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 and Disposed of (Instr. 3, 4 and Amount	(D)	red (A) or	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		J <u>(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		J <u>(6)</u>	829	A	\$ 0	829	I	See Note 7 (7)

3,583

See Note

9 (9)

Edgar Filing: TESARO, Inc. - Form 4

Common Stock	06/05/2013	S	3,583	D	\$ 38.9968 (10)	0	I	See Note 9 (9)
Common Stock	06/05/2013	S	829	D	\$ 40.67	0	I	See Note 7 (7)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
	Ž				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					` ′					(IIIsti
					(Instr. 3,					
					4, and 5)					
								Amount		
								or		
						Date	Expiration			
						Exercisable	Date	Title Number		
								of		
				Code V	(A) (D)			Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					

Signatures

/s/ Louis Citron, attorney-in-fact 06/05/2013 **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).

Reporting Owners 2

Edgar Filing: TESARO, Inc. - Form 4

- (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) Rising River Partners, L.P. 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 Rising River Partners, L.P. 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 of the Issuer held by Rising River Partners, L.P., except to the extent of his pecuniary interest therein.
- (8) 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

 (9) 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 (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.