TESARO, Inc. Form 4 June 02, 2015

# FORM 4

# **OMB APPROVAL**

Check this box if no longer subject to

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

**OMB** Number:

Expires:

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2005

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Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOTT DAVID M

TESARO, Inc. [TSRO]

(Check all applicable)

1954 GREENSPRING

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

4. If Amendment, Date Original

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

DRIVE, SUITE 600

(Middle)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

06/01/2015

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

TIMONIUM, MD 21093

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	06/01/2015		<u>J(1)</u>	1,000,000	D	\$0	8,854,255	I	See Note 2 (2)
Common Stock	06/01/2015		J <u>(3)</u>	10,000	A	\$0	10,000	I	See Note 4 (4)
Common Stock	06/01/2015		J <u>(5)</u>	10,000	D	\$0	0	I	See Note 4 (4)
Common Stock	06/01/2015		A	1,357 (6)	A	\$0	10,034	D	
Common Stock	06/01/2015		J <u>(7)</u>	504	A	\$0	1,333	I	See Note 8 (8)

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

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SEC 1474 (9-02)

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

. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount	
Perivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	e Expiration Date		Underlying Securitie	
ecurity	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
					*				
	Security				7 7				
					and 5)				
						Date Evergischle	Expiration	Title	Amour or Number
				Code V	(A) (D)	Exercisable	Date		of Shar
Stock Option	\$ 60.77	06/01/2015		A	10,000	<u>(9)</u>	05/31/2025	Common Stock	10,00
	Title of Derivative Security Instr. 3)  Director Nonqualified Stock Option right to buy)	Derivative Conversion or Exercise Price of Derivative Security  Director Nonqualified Stock Option  Conversion or Exercise Price of Derivative Security  Security  Security  Security	Derivative Conversion or Exercise Price of Derivative Security  Director Nonqualified Stock Option  Conversion (Month/Day/Year)  Or Exercise Price of Derivative Security  Director \$60.77 06/01/2015	Derivative Conversion or Exercise Price of Derivative Security  Director Nonqualified Stock Option  Conversion or Exercise Price of Office (Month/Day/Year)  Derivative Security  Conversion (Month/Day/Year)  Execution Date, if any (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Instr. 3) Price of Derivative Security  Code V  Code V	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities  Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security  Code V (A) (D)  Oirector Nonqualified Stock Option  Security  Code V (A) (D)  A 10,000	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable  Code V (A) (D)  Director  Nonqualified Stock Option  Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable  Code V (A) (D)  Date Exercisable  Code V (A) (D)	Derivative Conversion or Exercise lecurity or Exercise Instr. 3)  Price of Derivative Security  Price of Securities  Price of S	Perivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3)  Price of Derivative Security  Normalified Stock Option  Price Conversion (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Execution Date, if TransactionDerivative Code Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securities (Month/Day/Year) (Instr. 3 and Code V (A) (D)  TransactionDerivative Securiti

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
MOTT DAVID M							
1954 GREENSPRING DRIVE	X	X					
SUITE 600	Λ	Α					
TIMONIUM, MD 21093							

### **Signatures**

/s/ Sasha Keough, attorney-in-fact 06/02/2015

\*\*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) New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,000,000 shares of common stock of the Issuer to its general partner and its limited partners on June 1, 2015.
- 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 such portion of the shares of the Issuer held by NEA 13 in which the Reporting Person has no pecuniary interest.

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- (3) NEA Partners 13 received 10,000 shares of common stock of the Issuer in the distribution by NEA 13 on June 1, 2015.
- 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
- such portion of the shares of the Issuer held by NEA Partners 13 in which the Reporting Person has no pecuniary interest.

  NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 10,000 shares of common stock of the Issuer to its
- (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 504 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.
- 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 such portion of the shares of the Issuer held by the Mott Trust in which the Reporting Person has no pecuniary interest.
- (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.

**(5)** 

limited partners on June 1, 2015.