

TESARO, Inc.
Form 4
June 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
06/01/2015

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/01/2015		J ⁽¹⁾		1,000,000	D	\$ 0 8,854,255	I	See Note 2 ⁽²⁾
Common Stock	06/01/2015		J ⁽³⁾		10,000	A	\$ 0 10,000	I	See Note 4 ⁽⁴⁾
Common Stock	06/01/2015		J ⁽⁵⁾		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 ⁽⁷⁾		504	A	\$ 0 1,333	I	See Note 8 ⁽⁸⁾

Edgar Filing: TESARO, Inc. - Form 4

- (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
- (4) 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.
- (5) 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 limited partners on June 1, 2015.
- (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.