

NASR KHALED
Form 4
July 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
InterWest Management Partners X,
LLC

(Last) (First) (Middle)

2710 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

07/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common Stock	07/03/2012		C	(A) or (D)	2,627,257 (2)	A	Ⓛ 2,627,257 D (3)
Common Stock	07/03/2012		P	(A) or (D)	\$ 13.5 444,444	A	\$ 3,071,701 D (3)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(1)	07/03/2012(1)		C	9,195,402	(1)	(1)	Common Stock	2,627,250(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
InterWest Management Partners X, LLC 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
Desai Keval 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
NASR KHALED 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ W. Stephen Holmes, Managing Director	07/05/2012
__Signature of Reporting Person	Date
/s/ Keval Desai by Karen A. Wilson Power of Attorney	07/05/2012
__Signature of Reporting Person	Date
/s/ Khaled A. Nasr by Karen A. Wilson Power of Attorney	07/05/2012
__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)

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The Series B Preferred Stock converted into shares of TESARO, Inc. common stock on a 3.5 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

- (2) Reflects a 1-for-3.5 reverse stock split which became effective on June 18, 2012

The shares are owned by InterWest Partners X, LP ("IW10"). InterWest Management Partners X, LLC ("IMP10") is the general partner of IW10. Harvey B. Cash, Bruce A. Cleveland, Christopher B. Ehrlich, Philip T. Gianos, W. Stephen Holmes, Nina S. Kjellson, Gilbert

- (3) H. Kliman, Arnold L. Oronsky, Douglas A. Pepper and Thomas L. Rosch are managing directors of IMP10. Keval Desai and Khaled A. Nasr are venture members of IMP10. Each managing director and venture member of IMP10 disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

Remarks:

Due to limitations of the EDGAR software, this Form 4 is filed on behalf of InterWest Partners X, LP and certain other Reportants and is being filed on two Forms 4 (Part I and Part II) (collectively, the "InterWest Form 4"). This filing represents Part II of the InterWest Form 4 and should be read together with Part I. Part I and Part II of the InterWest Form 4 shall constitute one filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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