Edgar Filing: TESARO, Inc. - Form 4/A

TESARO, I	nc.											
Form 4/A												
March 07, 2												
FORM	14		GEGU						PPROVAL			
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287			
Check the check	nger						Expires:	January 31, 2005				
subject		AENT OI	F CHAI			ICIAL OV	WNERSHIP OF	Estimated				
Section Form 4				SECU	RITIES			burden hou	burden hours per			
Form 5		rsuant to S	Section	16(a) of th	e Securi	ties Excha	nge Act of 1934,	response	. 0.5			
obligati	$\frac{170}{170}$						of 1935 or Section					
may cor <i>See</i> Inst	itinue.			•	•	ny Act of 1						
1(b).	luction				•	•						
(Print or Type	Responses)											
1 Name and	Address of Reporting	Person *	2 1		J T: -1	· T 1'	5 Relationshin	of Reporting Per	rson(s) to			
Hedley Ma			2. Issue Symbol	er Name an o	a ficker of	Trading	5. Relationship of Reporting Person(s) to Issuer					
5	5 5		•	RO, Inc. [TSRO1							
(Last) (First) (Middle)				of Earliest T	-		(Check all applicable)					
(Lust)	(1131) (.	(induic)		Day/Year)	Talisaction		X Director 10% Owner					
				-			_X_ Officer (give title Other (specify below)					
STREET, S	SUITE 3300						· · · · · · · · · · · · · · · · · · ·	Chief Scientific	Off.			
(Street)			4. If Am	endment, D	ate Origina	al	6. Individual or Joint/Group Filing(Check					
				onth/Day/Yea	-		Applicable Line)					
				2014			_X_Form filed by One Reporting Person Form filed by More than One Reporting					
WALTHA	M, MA 02451						Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transactio				Form: Direct	Indirect			
(Instr. 3)				Code (Instr. 8)	Disposed (Instr. 3, 4		•	(D) or Indirect (I)	Beneficial Ownership			
		``		. ,	. ,	,	Following	(Instr. 4)	(Instr. 4)			
						(A)	Reported Transaction(s)					
				Code V	Amount	or (D) Price	(Instr. 3 and 4)					
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benet	-	-	-					
							pond to the colle	ection of S	SEC 1474			

Persons who respond to the collection of information contained in this form are not 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 33.74	02/27/2014		A		105,000		<u>(1)</u>	02/27/2024	Common Stock	105,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Hedley Mary Lynne C/O TESARO, INC. 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Х		Pres & Chief Scientific Off.				
Signatures							
/s/ Edward C. English, Attorney-in-Fact	03/07	7/2014					
**Signature of Reporting Person	Ι	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) A quarter of the options vest on February 27, 2015 and, thereafter, 1/36th of the remaining options vest in equal installments on each monthly anniversary of such date until fully vested.
- (2) This amendment is being filed to amend the Form 4 filed by the reporting person on March 4, 2014 (the "Original Form 4") for the sole purpose of correcting the number of derivative securities beneficially owned as reported in column 9 of Table II of the Original 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.