

Verastem, Inc.
Form 8-K
October 18, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **October 12, 2018**

Verastem, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35403
(Commission
File Number)

27-3269467
(IRS Employer
Identification No.)

117 Kendrick Street, Suite 500, Needham, MA
(Address of Principal Executive Offices)

02494
(Zip Code)

Registrant's telephone number, including area code: **(781) 292-4200**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 18, 2018, Verastem, Inc. (the Company) announced changes to the Company's management team and board of directors (the Board).

On October 12, 2018, NgocDiep Le, MD, PhD resigned as Chief Medical Officer of the Company to pursue other professional opportunities. On October 16, 2018, S. Louise Phanstiel resigned from the Board and its audit committee.

On October 17, 2018, the Board unanimously voted to elect Gina Consylman as a Class III director of the Company and to serve on the audit committee of the Board as chairperson, effective immediately. In connection with her appointment as a director, Ms. Consylman received a stock option grant of 50,000 shares of the Company's common stock. Ms. Consylman will be eligible to receive certain annual cash retainer fees and an annual stock option grant under the Company's director compensation policy. Ms. Consylman also entered into a customary indemnification agreement with the Company.

A press release announcing Ms. Consylman's appointment and other matters is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Press Release issued by Verastem, Inc. on October 18, 2018.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERASTEM, INC.

Date: October 18, 2018

By:

/s/ Sean C. Flynn
Sean C. Flynn
Vice President, General Counsel and Secretary