

TESARO, Inc.
Form 4
June 04, 2014

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 *
SEIDENBERG BETH C

(Last) (First) (Middle)

C/O TESARO, INC., 1000 WINTER STREET, SUITE 3300

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2014

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2014		A		2,238 <u>(1)</u>	A	\$ 0	15,565	D	
Common Stock								1,652,837	I	See footnote <u>(2)</u> <u>(3)</u>
Common Stock								139,828	I	See footnote <u>(3)</u> <u>(4)</u>

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

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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)	Amount or Number of Shares
Director Nonqualified Stock Option (right to buy)	\$ 26.36	06/02/2014		A	10,000	(5) 06/01/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIDENBERG BETH C C/O TESARO, INC. 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451		X		

Signatures

/s/ Paul Vronsky,
Attorney-in-Fact
06/04/2014

**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) The Reporting Person has elected to receive common stock in lieu of cash for board retainers and fees otherwise payable in cash.
The shares are held directly by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV"). The managing member of KPCB XIV is KPCB XIV Associates, LLC ("KPCB XIV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."
- (2) The Reporting Person disclaims beneficial ownership over all Issuer shares held for convenience in the name of "KPCB Holdings, Inc. as nominee," except to the extent of her pecuniary interest therein and this filing is not an admission that the Reporting Person is the beneficial owner of these shares for the purposes of Section 16 or for any other purpose.
- (3)
- (4)

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The shares are held directly by KPCB XIV Founders Fund, LLC ("KPCB XIV Founders"). The managing member of KPCB XIV Founders is KPCB XIV Associates, LLC ("KPCB XIV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."

- (5) 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.

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