

TESARO, Inc.  
Form 8-K  
July 28, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **July 24, 2014**

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**TESARO, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(state or other jurisdiction of  
incorporation)

**001-35587**  
(Commission  
File Number)

**27-2249687**  
(I.R.S. Employer  
Identification No.)

**1000 Winter Street  
Suite 3300  
Waltham, Massachusetts**

02451

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(339) 970-0900**

(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))
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**Section 5 Corporate Governance and Management**

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

(c) Appointment of Principal Operating Officer

On July 24, 2014, the Board of Directors of TESARO, Inc. (the Company ) appointed Mary Lynne Hedley, Ph.D., age 51, to serve as the Company s Chief Operating Officer, commencing July 24, 2014. Dr. Hedley will continue in her role as President of the Company following her appointment as Chief Operating Officer.

Information regarding Dr. Hedley s background and compensation can be found in the sections of the Company s most recent Proxy Statement on Schedule 14A, filed on April 3, 2014, discussing Shareholder Proposal No. 1 and Compensation of Executive Officers, respectively. Such information is hereby incorporated by reference in this Current Report on Form 8-K.

**SIGNATURES**

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.

**TESARO, Inc.**

By: */s/ Timothy R. Pearson*  
Timothy R. Pearson  
Executive Vice President and Chief Financial Officer

Dated: July 28, 2014