

TESARO, Inc.
Form 4
September 09, 2016

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 *
English Edward C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

V.P.Finance and Administration

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(City) (State) (Zip)

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, par value \$.01 | 09/08/2016 | | M ⁽¹⁾ | | 3,500 | A | \$ 13.31 |
| Common Stock, par value \$.01 | 09/08/2016 | | M ⁽¹⁾ | | 3,500 | A | \$ 33.74 |
| Common Stock, par value \$.01 | 09/08/2016 | | S ⁽¹⁾ | | 5,400 | D | \$ 88 ⁽²⁾ |
| Common Stock, par | 09/08/2016 | | S ⁽¹⁾ | | 100 | D | \$ 88.98 |

value \$.01

| | | | | | | | |
|-------------------------------------|------------|-------------------------|-------|---|-------------|---|---|
| Common Stock, par value \$.01 | 09/08/2016 | <u>S</u> ⁽¹⁾ | 1,500 | D | \$ 90.47 | 0 | D |
| | | | | | <u>(3)</u> | | |

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

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.

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 13.31 | 09/08/2016 | | <u>M</u> ⁽¹⁾ | 3,500 | <u>(4)</u> 09/09/2022 | Common Stock | 3,500 |
| Employee Stock Option (right to buy) | \$ 33.74 | 09/08/2016 | | <u>M</u> ⁽¹⁾ | 3,500 | <u>(5)</u> 02/27/2024 | Common Stock | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| English Edward C C/O TESARO, INC. 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451 | | | V.P.Finance and Administration | |

Signatures

/s/ Joseph L. Farmer,
attorney-in-fact

09/09/2016

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2015.
The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$87.52 to \$88.35, inclusive.
 - (2) The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$90.44 to \$90.61, inclusive.
 - (3) The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
 - (4) A quarter of the original grant of options to purchase 28,672 shares of common stock vested on June 11, 2013 and, thereafter, 1/36th of the remaining options vested on each monthly anniversary of such date until fully vested.
 - (5) A quarter of the original grant of options to purchase 25,000 shares of common stock vested on February 27, 2015 and, thereafter, 1/36th of the remaining options vest on each monthly anniversary of such date until fully vested.

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.