Farmer Joseph L Form 4 August 03, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Farmer Joseph L

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

TESARO, Inc. [TSRO] 3. Date of Earliest Transaction

Director

10% Owner Other (specify

C/O TESARO, INC., 1000 WINTER

STREET

08/01/2017

(Month/Day/Year)

X_ Officer (give title below) Sr.VP, Gen.Counsel & Secretary

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALTHAM, MA 02451

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or

(Instr. 3 and 4)

Code V Amount (D) Price

Common 08/01/2017 Stock

M 625 Α \$0 4,616 (1)

D

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)

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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. Transacti Code (Instr. 8)	onof Derivativ	Expiration E e (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	08/01/2017		M	625	5 (3)	(3)	Common Stock	625	\$ (

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Farmer Joseph L C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451

Sr.VP, Gen.Counsel & Secretary

Signatures

/s/ Joseph L. 08/03/2017 Farmer

**Signature of Date Reporting Person

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).
- Includes 172 shares purchased pursuant to the TESARO, Inc. 2012 Employee Stock Purchase Plan in transactions that were exempt under Section 16b-3(c) and Section 16b-3(d).
- (2) Each restricted stock unit represents a contingent right to receive one share of TESARO common stock.
- (3) The restricted stock units were granted on July 27, 2016 and vest in four equal annual installments beginning on August 1, 2017.

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.

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