

English Edward C
Form 4
September 06, 2017

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)
09/06/2017

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

VP of Finance & Administration

C/O TESARO, INC., 1000 WINTER STREET

(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	Price	
Common Stock, par value \$0.0001	09/06/2017		M ⁽¹⁾		5,862	A \$ 24.18	6,258 D
Common Stock, par value \$0.0001	09/06/2017		M ⁽¹⁾		5,000	A \$ 55.11	11,258 D
Common Stock, par value \$0.0001	09/06/2017		S ⁽¹⁾		5,460	D \$ 134.39	5,798 D

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Common Stock, par value \$0.0001	09/06/2017	<u>S⁽¹⁾</u>	5,102	D	<u>\$ 135.4</u> <u>(3)</u>	696	D
Common Stock, par value \$0.0001	09/06/2017	<u>S⁽¹⁾</u>	300	D	<u>\$</u> <u>136.26</u> <u>(4)</u>	396	D

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

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SEC 1474
(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.18	09/06/2017		<u>M⁽¹⁾</u>	5,862	<u>(5)</u>	03/06/2023	Common Stock	5,862
Employee Stock Option (right to buy)	\$ 55.11	09/06/2017		<u>M⁽¹⁾</u>	5,000	<u>(6)</u>	03/06/2025	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
English Edward C C/O TESARO, INC.			VP of Finance & Administration	

1000 WINTER STREET
WALTHAM, MA 02451

Signatures

/s/ Joseph L. Farmer,
Attorney-in-Fact

09/06/2017

__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.

The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$134.03 to \$135.02,

(2) inclusive. 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 \$135.03 to \$135.94,

(3) inclusive. 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 \$136.09 to \$136.43,

(4) inclusive. 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.

(5) A quarter of the original grant of options to purchase 25,000 shares of common stock vested on March 6, 2014 and, thereafter, 1/36th of the remaining options vested on each monthly anniversary of such date until fully vested.

(6) The option to purchase 25,000 shares of common stock vests in 48 equal monthly installments beginning on April 6, 2015.

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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