Bogle Grant C. Form 4 September 06, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Bogle Grant C.

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(First)

(Middle) 3. Date of Earliest Transaction

TESARO, Inc. [TSRO]

(Month/Day/Year) 09/01/2017

Director 10% Owner Other (specify X\_ Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) Sr. VP, Chief Commercial Ofc.

C/O TESARO, INC., 1000 WINTER STREET

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### WALTHAM, MA 02451

(City)	(State)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/01/2017		M <u>(1)</u>	8,333	A	\$ 59.71	11,543 (2)	D	
Common Stock	09/01/2017		M <u>(1)</u>	2,917	A	\$ 43.39	14,460	D	
Common Stock	09/01/2017		S <u>(1)</u>	14,167	D	\$ 135 (3)	293	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)

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### number.

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. Transactic Code (Instr. 8)	5. Number or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 59.71	09/01/2017		M <u>(1)</u>	8,333	<u>(4)</u>	07/13/2025	Common Stock	8,333
Employee Stock Option (right to buy)	\$ 43.39	09/01/2017		M(1)	2,917	<u>(5)</u>	03/01/2026	Common Stock	2,917

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Renarting Liwner Name / Address	

Director 10% Owner Officer Other

Bogle Grant C. C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451

Sr. VP, Chief Commercial Ofc.

# **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.

**(2)** 

Reporting Owners 2

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Includes 55 shares purchased pursuant to the TESARO, Inc. 2012 Employee Stock Purchase Plan in transactions that were exempt under Section 16b-3(c) and Section 16b3-(d).

- The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$135.00 to \$135.11, 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.
- (4) A quarter of the original grant of options to purchase 75,000 shares of common stock vested on July 13, 2016 and, thereafter, 1/36th of the remaining options vest on each monthly anniversary of such date until fully vested.
- (5) The option to purchase 35,000 shares of common stock vests in 48 equal monthly installments beginning on April 1, 2016.

  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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