

Bogle Grant 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 *
Bogle Grant 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)

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

Sr. VP, Chief Commercial Ofc.

C/O TESARO, INC., 1000 WINTER 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

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/01/2017		M ⁽¹⁾		8,333	A	\$ 59.71
Common Stock	09/01/2017		M ⁽¹⁾		2,917	A	\$ 43.39
Common Stock	09/01/2017		S ⁽¹⁾		14,167	D	\$ 135 ⁽³⁾
							11,543 ⁽²⁾
							14,460
							293

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

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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

- (3) 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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