

TESARO, Inc.
Form 4
June 02, 2015

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 *
BARRETT M JAMES

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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	06/01/2015		J(1)		1,000,000	D	\$ 0 8,854,255	I	See Note 2 (2)
Common Stock	06/01/2015		J(3)		10,000	A	\$ 0 10,000	I	See Note 4 (4)
Common Stock	06/01/2015		J(5)		10,000	D	\$ 0 0	I	See Note 4 (4)
Common Stock	06/01/2015		J(6)		252	A	\$ 0 252	D	
Common Stock	06/01/2015		J(7)		2,129	A	\$ 0 2,129	I	See Note 8 (8)

Common Stock	06/01/2015	J ⁽⁹⁾	252	A	\$ 0	252	I	See Note 10 ⁽¹⁰⁾
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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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough,
attorney-in-fact

06/02/2015

**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) New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,000,000 shares of common stock of the Issuer to its general partner and its limited partners on June 1, 2015.
 - (2) The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13, the direct beneficial owner of the shares. The Reporting Person disclaims

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beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA 13 in which the Reporting Person has no pecuniary interest.

- (3) NEA Partners 13 received 10,000 shares of common stock of the Issuer in the distribution by NEA 13 on June 1, 2015.
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA Partners 13 in which the Reporting Person has no pecuniary interest.
- (4) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 10,000 shares of common stock of the Issuer to its limited partners on June 1, 2015.
- (5) M. James Barrett and April Barrett received 252 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.
- (6) New Enterprise Associates, LLC ("NEA LLC") received 2,129 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- (7) Barrett 2006 Family Trust received 252 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.
- The shares are directly held by the Barrett 2006 Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- (8) (9) (10)

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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