TESARO, Inc. Form 4 June 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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).

(City)

(Print or Type Responses)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response... 0.5

1. Name and Address of Reporting Person ** Viswanathan Ravi			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	(Chook all applicable)			
			(Month/Day/Year)	DirectorX 10% Owner			
1954 GREENSPRING DRIVE, SUITE 600			06/01/2015	Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
TIMONIUM, MD 21093				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Sec	urities	Acqui	red, 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. Transactic Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	ed (A)	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)
Common Stock	06/01/2015		J(1)	1,000,000	D D	\$ 0	8,854,255	I	See Note 2 (2)
Common Stock	06/01/2015		J <u>(3)</u>	10,000	A	\$0	10,000	I	See Note 4 (4)
Common Stock	06/01/2015		<u>J(5)</u>	10,000	D	\$0	0	I	See Note 4 (4)
Common Stock	06/01/2015		<u>J(6)</u>	336	A	\$0	889	I	See Note 7 (7)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Se	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration able Date	Title 1	or Number		
							Exercisable					
					Codo V	(A) (D)				of Charac		
					Code v	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Sasha Keough, 06/02/2015 attorney-in-fact

**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).
- 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.
- 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 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.

(4)

Reporting Owners 2

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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.

- (5) 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.
- (6) MV Holdings 2009 Revocable Trust received 336 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 MV Holdings 2009 Revocable 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 MV Holdings 2009 Revocable Trust in which the Reporting Person has no pecuniary interest.

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.