

TESARO, Inc.  
Form SC 13D/A  
August 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Tesaro, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**881569 107**

**(CUSIP Number)**

**W. STEPHEN HOLMES III**

**INTERWEST PARTNERS**

**2710 SAND HILL ROAD, SUITE 200**

**MENLO PARK, CALIFORNIA 94025**

**TELEPHONE: (650) 854-8585**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

Edgar Filing: TESARO, Inc. - Form SC 13D/A

August 5, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**InterWest Partners X, L.P.**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**California, United States of America**

7. Sole Voting Power

Number of

Shares **2,471,701 shares of Common Stock (2)**

Beneficially 8. Shared Voting Power

Owned by

Each **0**  
9. Sole Dispositive Power

Reporting

Person **2,471,701 shares of Common Stock (2)**

With 10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,701 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**PN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by InterWest Partners X, L.P. ( InterWest X ), InterWest Management Partners X, LLC ( IMP X, together with InterWest X, the InterWest Entities ), Philip T. Gianos ( Gianos ), W. Stephen Holmes III ( Holmes ), Nina Kjellson ( Kjellson ), Gilbert H. Kliman ( Kliman ), Arnold L. Oronsky ( Oronsky ), Douglas A. Pepper ( Pepper ), Bruce A. Cleveland ( Cleveland ), Khaled A. Nasr ( Nasr ), Douglas C. Fisher ( Fisher ) and Keval Desai ( Desai ). Together with the InterWest Entities, Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland, Nasr, Desai and Fisher are herein collectively referred to as the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) The shares are owned by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer s Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer s Form 10-Q, filed with the Securities and Exchange Commission (the Commission ) on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**InterWest Management Partners X, LLC**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**California, United States of America**

7. Sole Voting Power

Number of

Shares **2,471,701 shares of Common Stock (2)**

Beneficially 8. Shared Voting Power

Owned by

Each **0**  
9. Sole Dispositive Power

Reporting

Person **2,471,701 shares of Common Stock (2)**

With 10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,701 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**OO**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) The shares are owned by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Bruce A. Cleveland**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **0**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**0**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,701 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) The shares are owned by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.



CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Philip T. Gianos**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **160 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**160 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,861 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**W. Stephen Holmes III**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **487 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**487 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,472,188 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Nina S. Kjellson**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **118 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**118 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,819 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Gilbert H. Kliman**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **1,216 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**1,216 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,472,917 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.



CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Khaled A. Nasr**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **180 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**180 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,881 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Arnold L. Oronsky**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **5,459 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**5,459 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,477,160 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Douglas A. Pepper**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **0**  
8. Shared Voting Power

Beneficially

Owned by **2,471,701 shares of Common Stock (2)**  
Each 9. Sole Dispositive Power

Reporting

Person With **0**  
10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,701 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) The shares are owned by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Douglas C. Fisher**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **15 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**15 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,716 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.



CUSIP No. 881569 107

13D

1. Name of Reporting Persons

**Keval Desai**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

Number of

Shares **120 shares of Common Stock**

Beneficially 8. Shared Voting Power

Owned by

Each **2,471,701 shares of Common Stock (2)**

9. Sole Dispositive Power

Reporting

Person

**120 shares of Common Stock**

With 10. Shared Dispositive Power

**2,471,701 shares of Common Stock (2)**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,471,821 shares of Common Stock (2)**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) "

13. Percent of Class Represented by Amount in Row 11

**7.6% (3)**

14. Type of Reporting Person (see instructions)

**IN**

- (1) This Amendment No. 1 to the statement on Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Includes 2,471,701 shares of Common Stock held by InterWest X. IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.

**Explanatory Note**

This Amendment No. 1 (the *Amendment*) to the statement on Schedule 13D is being filed by the Reporting Persons (as defined below) and amends and restates the Schedule 13D filed with the Commission on July 13, 2012 (the *Original Schedule 13D*), and relates to shares of Common Stock, \$0.0001 par value per share (*Common Stock*), of Tesaro, Inc., a Delaware corporation (the *Issuer*). This Amendment is being filed by the Reporting Persons to report the distribution of shares of Common Stock of the Issuer on August 5, 2013. Accordingly, the number of securities beneficially owned by the Reporting Persons has decreased.

Items 2, 4, 5 and 7 of the Original Schedule 13D are hereby amended and supplemented to the extent hereinafter expressly set forth and, except as amended and supplemented hereby, the Original Schedule 13D remains in full force and effect. All capitalized terms used in this Amendment but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D.

**Item 2. Identity and Background**

*Schedule 1 of the Original Schedule 13D is hereby amended and restated in its entirety by Schedule 1 hereto.*

**Item 4. Purpose of Transaction**

*Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:*

On August 5, 2013, the Reporting Persons distributed in kind an aggregate of 600,000 shares of Common Stock held by the Reporting Persons on a pro rata basis to their respective partners and members.

**Item 5. Interest in Securities of the Issuer**

*Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:*

(a)(b) The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Persons filing this Statement on Schedule 13D is provided as of the date of this filing:

Reporting Persons	Shares	Sole	Shared	Sole	Shared	Beneficial	Percentage
	Held	Voting	Voting	Dispositive	Dispositive		
	Directly (1)	Power (1)	Power (1)	Power (1)	Power (1)	Ownership (1)	Class (1, 3)
InterWest X	2,471,701	2,471,701	0	2,471,701	0	2,471,701	7.6%
IMP X (2)	0	2,471,701	0	2,471,701	0	2,471,701	7.6%
Gianos (2)	160	160	2,471,701	160	2,471,701	2,471,861	7.6%
Holmes (2)	487	487	2,471,701	487	2,471,701	2,472,188	7.6%
Kjellson (2)	118	118	2,471,701	118	2,471,701	2,471,819	7.6%
Kliman (2)	1,216	1,216	2,471,701	1,216	2,471,701	2,472,917	7.6%
Oronsky (2)	5,459	5,459	2,471,701	5,459	2,471,701	2,477,160	7.6%
Pepper (2)	0	0	2,471,701	0	2,471,701	2,471,701	7.6%
Cleveland (2)	0	0	2,471,701	0	2,471,701	2,471,701	7.6%
Nasr (2)	180	180	2,471,701	180	2,471,701	2,471,881	7.6%
Desai (2)	120	120	2,471,701	120	2,471,701	2,471,821	7.6%
Fisher (2)	15	15	2,471,701	15	2,471,701	2,471,716	7.6%

- (1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Persons.
- (2) IMP X serves as the general partner of InterWest X. Gianos, Holmes, Kjellson, Kliman, Oronsky, Pepper, Cleveland are Managing Directors of IMP X, and Nasr, Desai and Fisher are Venture Members of IMP X and share voting and dispositive power over the shares held by InterWest X, and may be deemed to own beneficially the shares held by InterWest X. Pepper and Cleveland own no securities of the Issuer directly as of the date of this filing.
- (3) This percentage set forth on the cover sheets is calculated based on 32,620,213 shares of the Issuer's Common Stock outstanding as of July 25, 2013, as disclosed in the Issuer's Form 10-Q, filed with the Commission on July 26, 2013.
- (c) On August 5, 2013, the Reporting Persons distributed in kind the following shares of Common Stock on a pro rata basis to their respective partners and members:

Reporting Person(s)	Number of Shares Distributed
InterWest X	600,000
Gianos	160
Holmes	487
Kjellson	118
Kliman	1,216
Oronsky	1,216
Desai	120
Fisher	15
Nasr	180

**Item 7. Material to Be Filed as Exhibits**

- A. Agreement regarding filing of joint Schedule 13D
- B. Power of Attorney of Douglas C. Fisher

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 8, 2013

INTERWEST PARTNERS X, L.P.

By: InterWest Management Partners X, LLC  
Its: General Partner

By: /s/ W. Stephen Holmes III  
W. STEPHEN HOLMES III  
Managing Director

INTERWEST MANAGEMENT PARTNERS X, LLC

By: /s/ W. Stephen Holmes III  
W. STEPHEN HOLMES III  
Managing Director

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Philip T. Gianos

/s/ W. Stephen Holmes III  
W. Stephen Holmes III

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Nina Kjellson

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Gilbert H. Kliman

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Arnold L.  
Oronsky

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Douglas A.  
Pepper

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Bruce A.  
Cleveland

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Khaled A. Nasr

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Keval Desai

/s/ Karen A. Wilson  
Karen A. Wilson, Attorney-in-Fact for Douglas C. Fisher

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of

Edgar Filing: TESARO, Inc. - Form SC 13D/A

the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact**

**constitute Federal criminal violations (See 18 U.S.C. 1001)**

16.

**SCHEDULE I**

**Managers:**

**Philip T. Gianos**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**W. Stephen Holmes III**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Nina S. Kjellson**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Gilbert H. Kliman**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Arnold L. Oronsky**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Douglas A. Pepper**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Bruce A. Cleveland**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Managing Director of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Venture Members:**

**Khaled A. Nasr**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Venture Member of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America



**Keval Desai**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Venture Member of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**Douglas C. Fisher**

c/o InterWest Partners

2710 Sand Hill Road, Suite 200

Menlo Park, California 94025

Principal Occupation: Venture Member of IMP X, which serves as the general partner of InterWest X

Citizenship: United States of America

**EXHIBIT INDEX**

- A. Agreement regarding filing of joint Schedule 13D
  
- B. Power of Attorney of Douglas C. Fisher

19.