TESARO, Inc. Form 4 June 05, 2013

### 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 obligations may continue. See Instruction 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(b).

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response... 0.5

1. Name and Address of Reporting Person * BARRIS PETER J			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)		(Middle)	3. Date of Earliest Transaction	Director X 10% Owner			
1954 GREENSPRING DRIVE, SUITE 600			(Month/Day/Year) 06/04/2013	Officer (give title below)  Officer (give title below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TIMONIUM,	MD 21093	<b>;</b>	Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	ecuriti	es 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)	Code (Instr. 8)	(A) or			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	06/04/2013		Code V $J_{(1)}$	Amount 1,645,000	(D)	Price \$ 0	9,854,255	I	See Note 2 (2)
Common Stock	06/04/2013		J <u>(3)</u>	16,450	A	\$ 0	16,450	I	See Note 4 (4)
Common Stock	06/04/2013		<u>J(5)</u>	16,450	D	\$ 0	0	I	See Note 4 (4)
Common Stock	06/04/2013		J <u>(6)</u>	477	A	\$ 0	477	I	See Note 7 (7)
Common Stock	06/04/2013		J <u>(8)</u>	477	A	\$ 0	477	I	See Note 9 (9)

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Common Stock	06/04/2013	J(10)	3,583	A	\$ 0	3,583	I	See Note 11 (11)
Common Stock	06/05/2013	S	3,583	D	\$ 38.9968 (12)	0	I	See Note 11 (11)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Deriva		2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Securi	ty c	or Exercise	, ,	any	Code	of	(Month/Day/		Underly	ing	Security	Secui
(Instr.	3) I	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	,	Securiti	_	(Instr. 5)	Bene
	I	Derivative		•		Securities			(Instr. 3	and 4)		Own
	5	Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
									A	Amount		
							Date	Expiration	O	r		
							Exercisable	Date	Title N	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)			S	Shares		

## **Reporting Owners**

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

# **Signatures**

/s/ Louis Citron, attorney-in-fact 06/05/2013 \*\*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).

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- (1) New Enterprise Associates 13, Limited Partnership ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,645,000 shares of common stock of the Issuer to its general partner and its limited partners on June 4, 2013.
- 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 the shares held by NEA 13, except to the extent of his pecuniary interest therein.
- (3) NEA Partners 13 received 16,450 shares of common stock of the Issuer in the distribution by NEA 13 on June 4, 2013.
- 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 the shares held by NEA Partners 13, except to the extent of his pecuniary interest therein.
- NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 16,450 shares of common stock of the Issuer to its limited partners on June 4, 2013.
- (6) PJ Barris, LLC received 477 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- The Reporting Person is a member of PJ Barris, LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of the Issuer held by PJ Barris, LLC in which the Reporting Person has no pecuniary interest.
- (8) PDB II LLC received 477 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- The Reporting Person is the investment advisor of PDB II 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 held by PDB II LLC in which the Reporting Person has no pecuniary interest.
- (10) New Enterprise Associates, LLC ("NEA LLC") received 3,583 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The

  (11) 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.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.65 to \$39.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 in this footnote (12) to this Form 4.

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.