

TESARO, Inc.  
Form 4  
June 05, 2013

**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 \*  
**BASKETT FOREST**

(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)  
**06/04/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	06/04/2013		J <sup>(1)</sup>	1,645,000 D \$ 0	9,854,255	I	See Note 2 <sup>(2)</sup>
Common Stock	06/04/2013		J <sup>(3)</sup>	16,450 A \$ 0	16,450	I	See Note 4 <sup>(4)</sup>
Common Stock	06/04/2013		J <sup>(5)</sup>	16,450 D \$ 0	0	I	See Note 4 <sup>(4)</sup>
Common Stock	06/04/2013		J <sup>(6)</sup>	713 A \$ 0	713	I	See Note 7 <sup>(7)</sup>
Common Stock	06/04/2013		J <sup>(8)</sup>	3,583 A \$ 0	3,583	I	See Note 9 <sup>(9)</sup>

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Common Stock	06/05/2013	S	3,583	D	\$ 38.9968 (10)	0	I	See Note 9 (9)
Common Stock	06/05/2013	S	713	D	\$ 39.89	0	I	See Note 7 (7)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

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

## Signatures

/s/ Louis Citron,  
attorney-in-fact  
06/05/2013  
Date

\*\*Signature of Reporting Person

## 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.
- (2) 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.
- (3) 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.
- (4) The Baskett Family Trust u/a dtd 10/12/10 (the "Baskett Trust") received 713 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 4, 2013.  
The Reporting Person is the trustee of the Baskett Trust, 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 the shares held by the Baskett Trust, except to the extent of his pecuniary interest therein.
- (5) 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 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.
- (6) 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 (10) 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.