

TESARO, Inc.  
Form 4  
August 07, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
InterWest Management Partners X, LLC

(Last) (First) (Middle)

2710 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/05/2013

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)  
Former 10% Owner

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/05/2013		J <sup>(1)</sup>	600,000 D \$ 0	2,471,701	D <sup>(2)</sup>	

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)**

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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 Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
InterWest Management Partners X, LLC 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				Former 10% Owner
Desai Keval 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				Former 10% Owner
Fisher Douglas 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				Former 10% Owner
NASR KHALED 2710 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				Former 10% Owner

## Signatures

/s/ W. Stephen Holmes, Managing Director	08/07/2013
__Signature of Reporting Person	Date
/s/ Keval Desai by Karen A. Wilson Power of Attorney	08/07/2013
__Signature of Reporting Person	Date
/s/ Douglas C. Fisher by Karen A. Wilson Power of Attorney	08/07/2013
__Signature of Reporting Person	Date
/s/ Khaled A. Nasr by Karen A. Wilson Power of Attorney	08/07/2013

\_\_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).
- (1) Represents pro rata in-kind distribution of 600,000 shares by InterWest Partners X, LP ("IW10") without consideration to its limited and general partners in accordance with the terms of the InterWest X, LP Limited Partnership Agreement.  

The shares are owned by InterWest Partners X, LP ("IW10"). InterWest Management Partners X, LLC ("IMP10") is the general partner of IW10. Bruce A. Cleveland, Philip T. Gianos, W. Stephen Holmes, Nina S. Kjellson, Gilbert H. Kliman, Arnold L. Oronsky, and
- (2) Douglas A. Pepper are managing directors of IMP10. Keval Desai, Douglas Fisher and Khaled A. Nasr are venture members of IMP10. Each managing director and venture member of IMP10 disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

### Remarks:

Due to limitations of the EDGAR software, this Form 4 is filed on behalf of InterWest Partners X, LLC and certain other Reporting Persons and is being filed on two Forms 4 (Part I and Part II) (collectively, the "InterWest Form 4"). This filing represents Part II of the InterWest Form 4 and should be read together with Part I. Part I and Part II of the InterWest Form 4 shall constitute one filing.

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.