### Edgar Filing: TESARO, Inc. - Form 4

TESARO, In Form 4 June 02, 201	5								0115 4			
FORM	$14_{\text{UNITED}}$	STATES	SECU	RITIES /	ND FYCH		F CC	MMISSION		PPROVAL		
Charala th			SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287			
Check the if no long	ter									January 31, 2005		
subject to Section 1 Form 4 o Form 5	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)											
KOLLURI KRISHNA KITTU Symbol				er Name and Ticker or Trading 5. Relation Issuer RO, Inc. [TSRO]					p of Reporting Person(s) to			
(Last)	f Earliest T	ransaction			(Check	(Check all applicable)						
1954 GREE DRIVE, SU	onth/Day/Year)     Director     _X 10% Owner       /01/2015     Officer (give title below)     Other (specify below)											
				(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
TIMONIUM	A, MD 21093						Ē	erson		porting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	uritie	s Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			omr Disposed o (Instr. 3, 4 an	of (D) d 5) (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				Code V	Amount	(D)	Price			See Note		
Stock	06/01/2015			J <u>(1)</u>	1,000,000	D	\$0	8,854,255	Ι	$2 \frac{(2)}{2}$		
Common Stock	06/01/2015			J <u>(3)</u>	10,000	А	\$0	10,000	Ι	See Note $4 \frac{(4)}{2}$		
Common Stock	06/01/2015			J <u>(5)</u>	10,000	D	\$0	0	Ι	See Note 4 <u>(4)</u>		
Common Stock	06/01/2015			J <u>(6)</u>	375	А	\$0	375	I	See Note 7 <u>(7)</u>		
Common Stock	06/01/2015			J <u>(8)</u>	64	А	\$0	174	Ι	See Note 9 <u>(9)</u>		

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Common	06/01/2015	<b>I</b> (10)	61	٨	¢ ()	174	т	See Note
Stock	00/01/2013	J <u>(10)</u>	64	A	\$0	1/4	1	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 information contained in this form are not 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 of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying ies	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	′ (A) (D)	Date Exercisable	Expiration Date	Title M	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KOLLURI KRISHNA KITTU 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		Х					
Signatures							
/s/ Sasha Keough, attorney-in-fact	06	5/02/2015					
**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) 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.
- (2) 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

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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.

The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13. The Reporting Person
 (4) 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) The Kolluri Living Trust dated 11/5/99 (the "Kolluri Trust") received 375 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.
- The shares are held directly by the Kolluri Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16
   (7) of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by the Kolluri Trust in which the Reporting Person has no pecuniary interest.

The Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust
(8) Agreement dated November 16, 2012 (the "Ishaan S. Kolluri Trust") received 64 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.

(9) The shares are held directly by the Ishaan S. Kolluri 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 Ishaan S. Kolluri Trust in which the Reporting Person has no pecuniary interest.

The Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust
(10) Agreement dated November 16, 2012 (the "Raina V. Kolluri Trust") received 64 shares of common stock of the Issuer in the distribution by NEA Partners 13 on June 1, 2015.

The shares are held directly by the Raina V. Kolluri 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 Raina V. Kolluri 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.