

BARRIS PETER J
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
1954 GREENSPRING
DRIVE, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

TIMONIUM, MD 21093

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	03/02/2018		P	26,304	\$ 54.3216 (1)	9,590,988	I See Note 2 (2)
Common Stock	03/02/2018		P	6,399	\$ 55.0094 (3)	9,597,387	I See Note 2 (2)
Common Stock	03/02/2018		P	4,080	\$ 56.6604 (4)	9,601,467	I See Note 2 (2)
Common Stock	03/02/2018		P	17,859	\$ 57.3444	9,619,326	I See Note 2 (2)

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Common Stock	03/05/2018	P	30,321	A	⁽⁵⁾ \$ 58.2815	9,649,647	I	See Note 2 ⁽²⁾
Common Stock	03/05/2018	P	1,600	A	⁽⁶⁾ \$ 59.146	9,651,247	I	See Note 2 ⁽²⁾
Common Stock	03/05/2018	P	17,248	A	⁽⁷⁾ \$ 59.7642	9,668,495	I	See Note 2 ⁽²⁾
Common Stock	03/06/2018	P	12,634	A	⁽⁸⁾ \$ 59.8154	9,681,129	I	See Note 2 ⁽²⁾
Common Stock	03/02/2018	P	6,575	A	⁽⁹⁾ \$ 54.3216	717,004	I	See Note 11 ⁽¹¹⁾
Common Stock	03/02/2018	P	1,600	A	⁽¹⁰⁾ \$ 55.0094	718,604	I	See Note 11 ⁽¹¹⁾
Common Stock	03/02/2018	P	1,020	A	⁽¹¹⁾ \$ 56.6604	719,624	I	See Note 11 ⁽¹¹⁾
Common Stock	03/02/2018	P	4,465	A	⁽¹²⁾ \$ 57.3444	724,089	I	See Note 11 ⁽¹¹⁾
Common Stock	03/05/2018	P	7,557	A	⁽¹³⁾ \$ 58.2815	731,646	I	See Note 11 ⁽¹¹⁾
Common Stock	03/05/2018	P	400	A	⁽¹⁴⁾ \$ 59.146	732,046	I	See Note 11 ⁽¹¹⁾
Common Stock	03/05/2018	P	4,311	A	⁽¹⁵⁾ \$ 59.7642	736,357	I	See Note 11 ⁽¹¹⁾
Common Stock	03/06/2018	P	3,159	A	⁽¹⁶⁾ \$ 59.8154	739,516	I	See Note 11 ⁽¹¹⁾
Common Stock						767	I	See Note 19 ⁽¹⁹⁾
Common Stock						767	I	See Note 20 ⁽²⁰⁾

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

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SEC 1474
(9-02)

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)	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 Owned Beneficially (Instr. 5)
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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/ Sasha Keough,
attorney-in-fact

03/06/2018

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$53.88 to \$54.87, 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 (1) to this Form 4.
- (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 New Enterprise Associates 13, L.P. ("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 such portion of the shares of the Issuer held by NEA 13 in which the Reporting Person has no pecuniary interest.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.89 to \$55.22, 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

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within the range set forth in this footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.90 to \$56.86, 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 (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$56.88 to \$57.82, 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 (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$57.51 to \$58.50, 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 (6) to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$58.79 to \$59.50, 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 (7) to this Form 4.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.55 to \$60, 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 (8) to this Form 4.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.48 to \$60, 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 (9) to this Form 4.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$53.88 to \$54.87, 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.

(11) The Reporting Person is a director of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15-OF, L.P. ("NEA Partners 15-OF"). NEA Partners 15-OF is the sole general partner of New 15 Opportunity Fund, L.P. ("NEA 15-OF"), 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 15-OF in which the Reporting Person has no pecuniary interest.

(12) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.89 to \$55.22, 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.

(13) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.90 to \$56.86, 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 (13) to this Form 4.

(14) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$56.88 to \$57.82, 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 (14) to this Form 4.

(15) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$57.51 to \$58.50, 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 (15) to this Form 4.

(16) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$58.79 to \$59.50, 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 (16) to this Form 4.

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(17) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.55 to \$60, 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 (17) to this Form 4.

(18) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.48 to \$60, 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 (18) to this Form 4.

(19) 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.

(20) 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.

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.