

TESARO, INC.
Reported by
ENGLISH EDWARD C

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/08/17 for the Period Ending 06/06/17

Address	1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451
Telephone	(339) 970-0900
CIK	0001491576
Symbol	TSRO
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * English Edward C (Last) (First) (Middle) C/O TESARO, INC., 1000 WINTER STREET (Street) WALTHAM, MA 02451 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TESARO, Inc. [TSRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) VP of Finance & Administration
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/6/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, par value \$0.0001	6/6/2017		M	(1)	5000	A	\$24.18	5396	D	
Common Stock, par value \$0.0001	6/6/2017		M	(1)	3500	A	\$33.74	8896	D	
Common Stock, par value \$0.0001	6/6/2017		S	(1)	4100	D	\$137.98 (2)	4796	D	
Common Stock, par value \$0.0001	6/6/2017		S	(1)	3400	D	\$138.82 (3)	1396	D	
Common Stock, par value \$0.0001	6/6/2017		S	(1)	638	D	\$140.05 (4)	758	D	
Common Stock, par value \$0.0001	6/6/2017		S	(1)	362	D	\$142.16 (5)	396	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$24.18	6/6/2017		M	(1)	5000	(6)	3/6/2023	Common Stock	5000	\$0	10000	D	
Employee Stock Option (right to buy)	\$33.74	6/6/2017		M	(1)	3500	(7)	2/27/2024	Common Stock	3500	\$0	6000	D	

Explanation of Responses:

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2016.
- (2) The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$137.38 to \$138.37, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., 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 herein.
- (3) The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$138.38 to \$139.35, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., 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 herein.
- (4) The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$139.45 to \$140.36, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., 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 herein.
- (5) The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$141.85 to \$142.42, inclusive. The reporting person undertakes to provide to TESARO, Inc., any security holder of TESARO, Inc., 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 herein.
- (6) A quarter of the original grant of options to purchase 25,000 shares of common stock vested on March 6, 2014 and, thereafter, 1/36th of the remaining

options vested on each monthly anniversary of such date until fully vested.

- (7) A quarter of the original grant of options to purchase 25,000 shares of common stock vested on February 27, 2015 and, thereafter, 1/36th of the remaining options vest on each monthly anniversary of such date until fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
English Edward C C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451			VP of Finance & Administration	

Signatures

/s/ Joseph L. Farmer, Attorney-in-Fact

6/8/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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