

TESARO, INC.
Reported by
SEIDENBERG BETH C

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/05/17 for the Period Ending 06/01/17

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**

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

1. Name and Address of Reporting Person * SEIDENBERG BETH 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 checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/1/2017</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	6/1/2017		A		402	(1)	A	\$0	22059	D	
Common Stock									2686268	I	See footnotes (2)(3)
Common Stock									227255	I	See footnotes (3)(4)
Common Stock									205	I	By Michael J. Seidenberg Irrevocable Trust (5)
Common Stock									205	I	By Samuel B. Seidenberg Irrevocable Trust (5)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Nonqualified Stock Option (right to buy)	\$149.22	6/1/2017		A		12000		(6)	6/1/2027	Common Stock	12000	\$0	12000	D	

Explanation of Responses:

- (1) The Reporting Person has elected to receive common stock in lieu of cash for board retainers and fees otherwise payable in cash, and has elected to defer delivery of that common stock until the date that she separates from service on the Issuer's board of directors.
- (2) The shares are held directly by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV"). The managing member of KPCB XIV is KPCB XIV Associates, LLC ("KPCB XIV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."
- (3) The Reporting Person disclaims beneficial ownership over all Issuer shares held for convenience in the name of "KPCB Holdings, Inc. as nominee," except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for the purposes of Section 16 or for any other purpose.
- (4) The shares are held directly by KPCB XIV Founders Fund, LLC ("KPCB XIV Founders"). The managing member of KPCB XIV Founders is KPCB XIV Associates, of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the members of KPCB XIV

Associates. The shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee."

- (5) The Reporting Person and her spouse are co-trustees of the trust and their son is beneficiary of the trust. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of her pecuniary interest therein, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (6) The option vests on the earlier of the one-year anniversary of the date of grant and the next annual meeting of the Issuer's stockholders, subject to the Reporting Person's continued service on the Issuer's board of directors.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIDENBERG BETH C C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451	X			

Signatures

/s/ Ava Hahn, Attorney-in-Fact

6/5/2017

**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.

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.