

TESARO, INC.
Reported by
HEDLEY MARY LYNNE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/03/17 for the Period Ending 03/01/17

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 * Hedley Mary Lynne (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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & COO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/1/2017</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	3/1/2017		M		10000	A	\$0	10000	D	
Common Stock	3/2/2017		S (1)		3927	D	\$177.61	6073	D	
Common Stock								563569	I	See Footnote (2)

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				
Restricted Stock Units	(3)	3/1/2017		M		10000		(4)	(4)	Common Stock	10000	\$0	30000	D	
Restricted Stock Units	(3)	3/1/2017		A		11119		(5)	(5)	Common Stock	11119	\$0	11119	D	
Employee Stock Option (right to buy)	\$178.95	3/1/2017		A		20216		(6)	3/1/2027	Common Stock	20216	\$0	20216	D	

Explanation of Responses:

- (1) This sale was effected pursuant to the terms of a 10b5-1 plan adopted by the reporting person and was made in order to pay the tax liability arising from the vesting of restricted stock units.
- (2) The shares were previously reported as being held directly by the Reporting Person. The reporting person has transferred these shares and they are now directly held by trusts of which the Reporting Person is a trustee or co-trustee. 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 trusts in which the Reporting Person has no pecuniary interest.
- (3) Each restricted stock unit represents a contingent right to receive one share of TESARO common stock.
- (4) The restricted stock units were granted on March 1, 2016 and vest in four equal annual installments beginning on March 1, 2017.
- (5) The restricted stock units vest in four equal annual installments beginning on March 1, 2018.
- (6) The option vests in 48 equal monthly installments beginning on April 1, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hedley Mary Lynne C/O TESARO, INC. 1000 WINTER STREET WALTHAM, MA 02451	X		President & COO	

Signatures

/s/ Joseph L. Farmer, attorney-in-fact

3/3/2017

**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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