

TESARO, INC.
Reported by
SEIDENBERG BETH C

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/11/17 for the Period Ending 09/11/17

Address	1000 WINTER STREET, SUITE 3300 WALTHAM, MA, 02451
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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 KPCB, 2750 SAND HILL ROAD (Street) MENLO PARK, CA 94025 (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 type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/11/2017</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/11/2017		J (1)		667283	D	\$0	2018985	I	See footnotes (2) (3)
Common Stock	9/11/2017		J (4)		58500	D	\$0	168755	I	See footnotes (3) (5)
Common Stock	9/11/2017		J (6)		204166	A	\$0	204166	I	See footnote (7)
Common Stock	9/11/2017		J (8)		204166	D	\$0	0	I	See footnote (7)
Common Stock	9/11/2017		J (9)		22516	A	\$0	44575	D	
Common Stock	9/11/2017		J (9)		663	A	\$0	868	I	By Michael J. Seidenberg Irrevocable Trust (10)
Common Stock	9/11/2017		J (9)		663	A	\$0	868	I	By Samuel B. Seidenberg Irrevocable Trust (10)

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				

Explanation of Responses:

- (1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Kleiner Perkins Caufield & Byers XIV, LLC ("KPCB XIV") without consideration to its members (the "Fund Distribution").
- (2) The shares are held directly by 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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by KPCB XIV Founders Fund, LLC ("KPCB XIV Founders") without

consideration to its members.

- (5) The shares are held directly by 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."
- (6) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB XIV in the Fund Distribution.
- (7) The shares are held directly by 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 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.
- (8) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by KPCB XIV Associates without consideration to its members (the "Associates Distribution").
- (9) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the Associates Distribution.
- (10) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIDENBERG BETH C C/O KPCB 2750 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ Ava Hahn, Attorney-in-Fact

9/11/2017

**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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