

MOULDER LEON O JR
Form 4
January 22, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOULDER LEON O JR

(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]

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

01/22/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	01/22/2019		U	Amount 1,034,664 (1)	D \$ 75 0	D	
Common Stock	01/22/2019		U	5,000 (1)	D \$ 75 0	I	By The Leon Moulder Revocable Trust

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

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(2)	01/22/2019		D			25,000	(3)	(3)	Common Stock	25,000
Restricted Stock Units	(2)	01/22/2019		D			10,007	(3)	(3)	Common Stock	10,007
Restricted Stock Units	(2)	01/22/2019		D			50,000	(3)	(3)	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 1.33	01/22/2019		D			314,285	(4)(5)	07/19/2021	Common Stock	314,285
Employee Stock Option (right to buy)	\$ 6.615	01/22/2019		D			371,428	(4)(5)	03/16/2022	Common Stock	371,428
Employee Stock Option (right to buy)	\$ 24.18	01/22/2019		D			200,000	(4)(5)	03/06/2023	Common Stock	200,000
Employee Stock Option (right to buy)	\$ 33.74	01/22/2019		D			125,000	(4)(5)	02/27/2024	Common Stock	125,000
Employee Stock Option	\$ 55.11	01/22/2019		D			140,000	(4)(5)	03/06/2025	Common Stock	140,000

(right to
buy)

Employee

Stock

Option
(right to
buy)

\$ 43.39

01/22/2019

D

100,000

(4)(5)

03/01/2026

Common
Stock

100,000

Employee

Stock

Option
(right to
buy)

\$ 178.95

01/22/2019

D

24,260

(4)(5)

03/01/2027

Common
Stock

24,260

Employee

Stock

Option
(right to
buy)

\$ 55.84

01/22/2019

D

87,873

(4)(5)

03/01/2028

Common
Stock

87,873

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

MOULDER LEON O JR

C/O TESARO, INC., 1000 WINTER STREET X

WALTHAM,, MA 02451

Chief Executive Officer

Signatures

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

01/22/2019

__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).

Tendered in connection with the tender offer made by Adriatic Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of GlaxoSmithKline plc, a public company organized under the laws of England and Wales ("Parent"), to

- (1) purchase all of the issued and outstanding shares of TESARO, Inc., a Delaware corporation ("TESARO"), for \$75.00 per share, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of December 3, 2018 by and among TESARO, Purchaser, and Parent (the "Merger Agreement").
- (2) Each restricted stock unit represents a contingent right to receive one share of TESARO common stock.
- (3) These restricted stock units were cancelled pursuant to the Merger Agreement at the effective time of the Merger (the "Effective Time") in exchange for a cash payment of \$75.00 per share.
- (4) Pursuant to the Merger Agreement, each option that was outstanding and unvested immediately prior to the Effective Time vested in full at the Effective Time. [Cont'd]
- (5) [Continuation] Each option that was outstanding immediately prior to the Effective Time that had an exercise price per share less than \$75.00 was cancelled in exchange for the right of the holder to receive (without interest) an amount in cash (less applicable withholding of taxes required by applicable law) equal to the product of (i) the total number of shares of TESARO common stock subject to the

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unexercised portion of such option immediately prior to the Effective Time (determined after giving effect to the accelerated vesting described in the previous sentence) multiplied by (ii) the excess, if any, of \$75.00 over the applicable exercise price per share under such option. Each option that was outstanding immediately prior to the Effective Time with an exercise price per share that is greater than or equal to \$75.00 was cancelled at the Effective Time, and the holder of such option is not entitled to any payment in exchange for the cancellation of the option.

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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