

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**

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*<br><u>Armitage James O</u><br><br>(Last) (First) (Middle)<br><u>C/O TESARO, INC.</u><br><u>1000 WINTER STREET</u><br><br>(Street)<br><u>WALTHAM MA 02451</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TESARO, Inc. [ TSRO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/18/2017</u>       |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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)          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |  |
| Common Stock                    | 09/18/2017                           |  | M <sup>(1)</sup>               |   | 10,000  | A          | \$26.36                 | 10,000  | D  |  |
| Common Stock                    | 09/18/2017                           |  | S <sup>(1)</sup>               |   | 4,257   | D          | \$116.52 <sup>(2)</sup> | 5,743   | D  |  |
| Common Stock                    | 09/18/2017                           |  | S <sup>(1)</sup>               |   | 5,743   | D          | \$117.58 <sup>(3)</sup> | 0   | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 1,500   | I  | By The Nancy E. Armitage Revocable Living Trust <sup>(4)</sup> |

**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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|   |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Director Nonqualified Stock Option (right to buy) | \$26.36  | 09/18/2017                           |  | M <sup>(1)</sup>               |   |  | 10,000 | (5)  | 06/01/2024      | Common Stock  | 10,000                                     | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$116.03 to \$117.00, 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.
- The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$117.05 to \$118.01, 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.
- The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purposes, except to the extent of his pecuniary interest therein.
- The original grant of options to purchase 10,000 shares of common stock vested on May 14, 2015.

/s/ Joseph L. Farmer, Attorney-  
in-Fact 09/20/2017

\*\* 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 Number.**