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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 10, 2018**

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**TESARO, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(state or other jurisdiction of  
incorporation)

**001-35587**  
(Commission  
File Number)

**27-2249687**  
(I.R.S. Employer  
Identification No.)

**1000 Winter Street**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451**  
(Zip Code)

Registrant's telephone number, including area code: **(339) 970-0900**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Section 5 — Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

#### (e) TESARO, Inc. 2012 Employee Stock Purchase Plan

On May 10, 2018, at the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of TESARO, Inc. (the “Company”), the stockholders approved an amendment (the “Amendment”) to the TESARO, Inc. 2012 Employee Stock Purchase Plan (the “ESPP”) to, among other things, increase the number of shares available for issuance thereunder by 275,000 shares. Descriptions of the Amendment and the ESPP are set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 6, 2018 (the “Proxy Statement”) in the section entitled “Proposal No. 4 — Approval of an Amendment to the 2012 Employee Stock Purchase Plan,” which is incorporated herein by reference. A copy of the Amendment is attached as Exhibit 10.1 to this Current Report and is also incorporated herein by reference.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting was held on May 10, 2018. As of March 13, 2018, the date of record for determining the stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 54,799,815 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 49,253,539 shares of the Company’s issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The proposals are described in detail in the Proxy Statement. The vote results detailed below represent final results as certified by the Annual Meeting’s inspector of elections.

#### Proposal 1

The Company’s stockholders elected the following persons, who were listed in the Company’s proxy statement for the Annual Meeting, to the Company’s Board of Directors to hold office until the next annual meeting of stockholders or until their successors are elected and qualified or until his or her earlier death, resignation or removal:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Leon O. Moulder, Jr.	44,701,404	99,077	4,453,058
Mary Lynne Hedley, Ph.D.	44,673,072	127,409	4,453,058
David M. Mott	38,551,387	6,249,094	4,453,058
Lawrence M. Alleva	44,414,210	386,271	4,453,058
James O. Armitage, M.D.	44,658,055	142,426	4,453,058
Earl M. (Duke) Collier, Jr.	44,647,599	152,882	4,453,058
Gary A. Nicholson	44,659,640	140,841	4,453,058
Kavita Patel, M.D.	44,660,863	139,618	4,453,058
Beth Seidenberg, M.D.	44,585,796	214,685	4,453,058
Pascale Witz	44,166,448	634,033	4,453,058

#### Proposal 2

The Company’s stockholders approved the TESARO, Inc., Non-Employee Director Compensation Policy, including compensation amounts for 2018. The votes regarding this proposal were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
27,560,555	17,153,193	86,733	4,453,058

Proposal 3

The Company's stockholders approved, by non-binding vote, the Company's executive compensation. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
44,080,638	648,337	71,506	4,453,058

Proposal 4

The Company's stockholders approved an amendment to the ESPP to, among other things, increase the number of shares available for issuance thereunder by 275,000 shares. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
44,616,575	117,569	66,337	4,453,058

Proposal 5

The Company's stockholders ratified the appointment of Ernst & Young, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
48,630,058	530,723	92,758	0

**Section 9 — Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Amendment to the TESARO, Inc. 2012 Employee Stock Purchase Plan</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TESARO, Inc.**

By: /s/ Joseph L. Farmer

Joseph L. Farmer

Senior Vice President, General Counsel and Secretary

Dated: May 11, 2018

**AMENDMENT TO THE TESARO, INC.  
2012 EMPLOYEE STOCK PURCHASE PLAN**

The TESARO, Inc. 2012 Employee Stock Purchase Plan (the "ESPP") is hereby amended as set forth below, effective as of the date of adoption (the "Adoption Date") of this Amendment by the Board of Directors of TESARO, Inc. (the "Company"), subject to the approval of this Amendment by the stockholders of the Company, as provided below:

1. The definition of Participating Affiliate in Section 1.9 of the ESPP is amended and restated to read as follows:

"Participating Affiliate" means any company or other trade or business that is a subsidiary of the Company (determined in accordance with the principles of Section 424(e) and (f) of the Code and the regulations thereunder) that has been specifically designated by the Board from time to time as participating in the Plan."

2. The first sentence of Section 2 of the ESPP is amended and restated to read as follows:

"Subject to adjustment as provided in Section 28 below, the aggregate number of shares of Common Stock that may be made available for purchase by participating employees under the Plan is five hundred and fifty thousand (550,000) shares."

3. Section 17 of the ESPP is amended and restated to be renamed "Termination of Employment or Discharge" and shall be amended and restated to read as follows:

"In the event a participating employee leaves the employ of the Company or a Participating Affiliate for any reason other than due to death, the amount in the employee's account will be distributed and the employee's option to purchase will terminate."

4. Section 18 of the ESPP is amended and restated to read "Intentionally Omitted."

5. The first sentence of Section 22 of the ESPP is amended and restated to read as follows:

"A participating employee will be refunded all moneys in his or her account, and his or her participation in the Plan will be terminated if (a) the Board elects to terminate the Plan as provided in Section 27 below, (b) the employee ceases to be eligible to participate in the Plan under Section 5 above, or (c) the employee terminates employment pursuant to the terms set forth in Section 17."

6. The ESPP shall otherwise be unchanged by this Amendment.

7. This Amendment is adopted subject to approval within 12 months of the Adoption Date by a majority of the stockholders of the Company. If the stockholders fail to approve this Amendment within 12 months of the Adoption Date, the number of shares of stock reserved for issuance under the ESPP shall not exceed the number permitted under the Plan as in effect before the Adoption Date.

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The foregoing Amendment to the ESPP was duly adopted and approved by the Board of Directors of the Company by resolution at a meeting held on February 21, 2018, subject to the approval of the Amendment by the stockholders of the Company.

Joseph L. Farmer  
Secretary

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