

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TESARO, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2249687
(IRS employer identification
number)

**1000 Winter Street
Waltham, Massachusetts 02451
(339) 970-0900**
(Address of principal executive offices)

TESARO, Inc. 2012 Omnibus Incentive Plan
(Full title of the Plan)

Leon O. Moulder, Jr.
Chief Executive Officer
TESARO, Inc.
1000 Winter Street
Waltham, Massachusetts 02451
(339) 970-0900
(Name, address and telephone number of Agent for Service)

Copies to:

Asher M. Rubin
William I. Intner
Hogan Lovells US LLP
100 International Drive, Suite 2000
Baltimore, Maryland 21202
(410) 659-2700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (#) (1)	Proposed Maximum Offering Price Per Share (\$)	Proposed Maximum Aggregate Offering Price (\$)	Amount of Registration Fee (\$)
Common stock, \$0.0001 par value per share	5,934,619	\$ 44.48(2)	\$ 263,971,853(2)	\$ 32,864.50

(1) Pursuant to Rule 416 under the Securities Act, this Registration Statement shall also cover any additional shares of common stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of

consideration that results in an increase in the number of the registrant's outstanding shares of common stock.

(2) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum aggregate offering price is based upon the average of the high and low sale prices of the registrant's common stock as reported on The NASDAQ Global Market on June 4, 2018, of \$44.48 per share.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by TESARO, Inc., a Delaware corporation, or the Registrant, to register 5,934,619 additional shares of the Registrant's common stock, \$0.0001 par value per share, or Common Stock, issuable under the TESARO, Inc. 2012 Omnibus Incentive Plan, or the Plan. The Registrant previously registered 4,753,963 shares of Common Stock on a Registration Statement on Form S-8 (Registration No. 333-206190), or the 2015 S-8, all of which were shares issuable under the Plan, and 3,221,131 shares of Common Stock on a Registration Statement on Form S-8 (Registration No. 333-182916), or the Original S-8, all of which were shares issuable under the Plan or the TESARO, Inc. 2010 Stock Incentive Plan.

As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the 2015 S-8 and the Original S-8, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

We are incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. A Delaware corporation may indemnify any persons who are, or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. Our certificate of incorporation and bylaws provide for the indemnification of our directors and officers to the fullest extent permitted under the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- transaction from which the director derives an improper personal benefit;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares; or
- breach of a director's duty of loyalty to the corporation or its stockholders.

Our certificate of incorporation includes such a provision. Expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by us upon delivery to

us of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by us.

As permitted by the Delaware General Corporation Law, we have entered into indemnity agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and officer to the fullest extent permitted by law and advance expenses to each indemnitee in connection with any proceeding in which indemnification is available.

We have an insurance policy covering our officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, or otherwise.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed on the exhibit index, which appears elsewhere in this Registration Statement and is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
4.1	<u>Specimen common stock certificate for TESARO Inc.'s common stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A filed on June 19, 2012 (File No. 333-180309)).</u>
5.1	<u>Opinion of Hogan Lovells US LLP as to the validity of the securities registered hereunder.</u>
23.1	<u>Consent of Ernst & Young LLP.</u>
23.2	<u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney.</u>
99.1	<u>TESARO, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A filed on June 19, 2012 (File No. 333-180309)).</u>
99.2	<u>Amendment to the TESARO, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 14, 2015 (File No. 001-35587)).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waltham, Commonwealth of Massachusetts on June 5, 2018.

TESARO, Inc.

By: /s/ Leon O. Moulder, Jr.
 Leon O. Moulder, Jr.
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Leon O. Moulder, Jr.</u> Leon O. Moulder, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	June 5, 2018
*		
<u>Mary Lynne Hedley, Ph.D.</u>	President, Chief Operating Officer and Director	June 5, 2018
*		
<u>Timothy R. Pearson</u>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 5, 2018
*		
<u>David M. Mott</u>	Chairman of the Board of Directors	June 5, 2018
*		
<u>Lawrence M. Alleva</u>	Director	June 5, 2018
*		
<u>James O. Armitage, M.D.</u>	Director	June 5, 2018
*		
<u>Earl M. (Duke) Collier, Jr.</u>	Director	June 5, 2018
*		
<u>Garry A. Nicholson</u>	Director	June 5, 2018
*		
<u>Kavita Patel, M.D.</u>	Director	June 5, 2018
*		
<u>Beth Seidenberg, M.D.</u>	Director	June 5, 2018
*		
<u>Pascale Witz</u>	Director	June 5, 2018
* By: <u>/s/ Joseph L. Farmer</u> Joseph L. Farmer, Attorney in Fact		



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June 5, 2018

Board of Directors
TESARO, Inc.
1000 Winter Street
Waltham, MA 02451

Ladies and Gentlemen:

We are acting as counsel to TESARO, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 5,934,619 shares of the common stock, par value \$0.0001 per share, of the Company (the “**Shares**”), all of which shares are issuable pursuant to the TESARO, Inc. 2012 Omnibus Incentive Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Ulaanbaatar Warsaw Washington DC Associated offices: Budapest Jakarta Jeddah Riyadh Zagreb. For more information see www.hoganlovells.com

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2012 Omnibus Incentive Plan of TESARO, Inc. of our reports dated February 28, 2018, with respect to the consolidated financial statements and schedule of TESARO, Inc. and the effectiveness of internal control over financial reporting of TESARO, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 4, 2018

TESARO, INC.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned Officers and Directors of TESARO, Inc., a Delaware corporation (the "Corporation"), hereby constitute and appoint Leon O. Moulder, Jr., Timothy R. Pearson and Joseph L. Farmer, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and any one or more of them, to sign for the undersigned and in their respective names as Officers and as Directors of the Corporation one or more registration statements on Form S-8 (each, a "Registration Statement") of the Corporation to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and any amendment or amendments to such Registration Statements, relating to securities of the Corporation acquired under or to be offered under (a) the TESARO, Inc. 2012 Omnibus Incentive Plan, as amended, and (b) the TESARO, Inc. 2012 Employee Stock Purchase Plan, as amended, and the undersigned hereby ratify and confirm all acts taken by such agents and attorneys-in-fact, or any one or more of them, as herein authorized.

Signature	Title	Date
<u>/s/ Leon O. Moulder, Jr.</u> Leon O. Moulder, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	May 31, 2018
<u>/s/ Mary Lynne Hedley, Ph.D.</u> Mary Lynne Hedley, Ph.D.	President, Chief Operating Officer and Director	May 31, 2018
<u>/s/ Timothy R. Pearson</u> Timothy R. Pearson	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 31, 2018
<u>/s/ David M. Mott</u> David M. Mott	Chairman of the Board of Directors	May 31, 2018
<u>/s/ Lawrence M. Alleva</u> Lawrence M. Alleva	Director	May 31, 2018
<u>/s/ James O. Armitage, M.D.</u> James O. Armitage, M.D.	Director	May 31, 2018
<u>/s/ Earl M. (Duke) Collier, Jr.</u> Earl M. (Duke) Collier, Jr.	Director	May 31, 2018
<u>/s/ Garry A. Nicholson</u> Garry A. Nicholson	Director	May 31, 2018
<u>/s/ Kavita Patel, M.D.</u> Kavita Patel, M.D.	Director	May 31, 2018
<u>/s/ Beth Seidenberg, M.D.</u> Beth Seidenberg, M.D.	Director	May 31, 2018
<u>/s/ Pascale Witz</u> Pascale Witz	Director	May 31, 2018