

AGIOS PHARMACEUTICALS INC  
Form 4/A  
March 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cantley Lewis Clayton Jr.

2. Issuer Name and Ticker or Trading Symbol  
AGIOS PHARMACEUTICALS INC  
[AGIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2015

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

C/O AGIOS PHARMACEUTICALS, INC., 88 SIDNEY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/23/2016

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02139

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	11/16/2015		S <sup>(1)</sup>		1,362	D	\$ 59.59 <sup>(2)</sup>
							141,640 <sup>(3)</sup>
Common stock	11/16/2015		S <sup>(1)</sup>		1,360	D	\$ 59.58 <sup>(2)</sup>
							141,642 <sup>(3)</sup>
							See footnote <sup>(4)</sup>
Common stock	11/17/2015		S <sup>(1)</sup>		3,490	D	\$ 59.99 <sup>(2)</sup>
							138,150 <sup>(3)</sup>

Common stock	11/17/2015	S <sup>(1)</sup>	3,492	D	\$ 59.98 <u>(6)</u>	138,150 <sup>(3)</sup>	I	See footnote <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.** SEC 1474 (9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cantley Lewis Clayton Jr. C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET CAMBRIDGE, MA 02139		X		

## Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for Lewis C. Cantley Jr. 03/23/2016

\_\_\_\_\_  
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).
- (1) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$58.21 to \$61.78. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the

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issuer, to provide full information regarding the number of shares sold at each separate price.

This form 4 is amended to include the sale of 149 and 147 shares of the Company's common stock by the reporting person and the reporting person's spouse, respectively, on November 16, 2015. The sale of these shares was also not reflected in the securities beneficially owned by the reporting person and the reporting person's spouse on the three subsequent forms 4 filed by the reporting person.

- (3)

- (4) Shares held by Vicki Lee Sato, who is the reporting person's spouse.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$59.24 to \$61.52. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (5)

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$59.23 to \$61.76. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (6)

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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