

AGIOS PHARMACEUTICALS INC
 Form 4
 November 16, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 Biller Scott

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Scientific Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2016

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

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)	(A) or (D)	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	11/14/2016		S ⁽¹⁾	5,000	D	\$ 65 6,000	I	See footnote <u>(2)</u>
Common stock	11/14/2016		M ⁽³⁾	6,889	A	\$ 0.4675 55,159	D	
Common stock	11/14/2016		M ⁽³⁾	14,091	A	\$ 9.05 69,250	D	
Common stock	11/14/2016		M ⁽³⁾	6,520	A	\$ 31.64 75,770	D	

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Common stock 11/14/2016 S⁽⁴⁾ 27,500 D \$ 65 48,270 D

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

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(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. Amount or Number of Shares
Stock option (right to buy)	\$ 0.4675	11/14/2016		M ⁽³⁾	6,889	⁽⁵⁾ 12/06/2020	Common stock	6,889
Stock option (right to buy)	\$ 9.05	11/14/2016		M ⁽³⁾	14,091	⁽⁶⁾ 04/30/2023	Common stock	14,091
Stock option (right to buy)	\$ 31.64	11/14/2016		M ⁽³⁾	6,520	⁽⁷⁾ 03/04/2024	Common stock	6,520

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Biller Scott
C/O AGIOS PHARMACEUTICALS, INC.
88 SIDNEY STREET
CAMBRIDGE, MA 02139

Chief Scientific Officer

Signatures

/s/ Andrew Hirsch, as Attorney-in-Fact for Scott
Biller

11/16/2016

__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 sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse.
- (2) Shares held by a spousal lifetime access trust, of which the reporting person's wife is trustee.
- (3) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

- This option was granted on December 7, 2010. The shares underlying this option vested as to 25% of the shares upon the achievement of
- (5) a performance milestone, and as to the remaining 75% in 36 equal monthly installments thereafter. The performance criteria was met on June 23, 2015.

- This option was originally granted on April 30, 2013 for the purchase of 68,181 shares of common stock. The option vests as to 50% of the underlying shares upon the achievement of a performance milestone, and as to an additional 50% upon the achievement of a second
- (6) performance milestone. The Company's board of directors determined that the first performance milestone was achieved on December 3, 2015, resulting in the vesting of the option as to 34,091 shares. The second performance milestone has not yet been met.

- (7) This option was granted on March 5, 2014. The shares underlying this option vest as to 25% of the shares on March 5, 2015, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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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