

GALAKATOS NICHOLAS  
Form 4  
March 18, 2010

**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 \*  
GALAKATOS NICHOLAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/17/2010

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

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

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

BOSTON, MA 02116

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/17/2010		C	(A) 1,037,036 (3)	(2) 1,037,036	I	See Footnote (6)
Common Stock	03/17/2010		C	(A) 977,850 (4)	(2) 2,014,886	I	See Footnote (7)
Common Stock	03/17/2010		C	(A) 194,075 (5)	(2) 2,208,961	I	See Footnote (8)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C	4,148,148	<u>(1)</u>	<u>(1)</u>	Common Stock	1,037, <u>(3)</u>
Series B Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C	3,911,405	<u>(1)</u>	<u>(1)</u>	Common Stock	977,8 <u>(4)</u>
Series D Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C	776,307	<u>(1)</u>	<u>(1)</u>	Common Stock	194,0 <u>(5)</u>

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GALAKATOS NICHOLAS  
C/O MPM ASSET MANAGEMENT  
200 CLARENDON STREET, 54TH FLOOR  
BOSTON, MA 02116

X

## Signatures

/s/ Nicholas Galakatos

03/17/2010

\*\*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) These securities are preferred stock of the Issuer and do not have an expiration date. These securities automatically converted into shares of common stock upon the closing of the Issuer's initial public offering.  
  
Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series D Convertible Preferred Stock
  - (2) automatically converted into shares of Common Stock on a 0.25 for 1 basis immediately upon the closing of the Issuer's initial public offering.  
  
The shares, on a post-conversion basis, are held as follows: 701,037 by MPM BioVentures II-QP, L.P. ("BV II QP"), 77,259 by MPM BioVentures II, L.P. ("BV II"), 11,926 by MPM Asset Management Investors 2002 BVII LLC ("AM 2002") and 246,814 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset
  - (3) Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. The Reporting Person is an investment manager of AM II LLC and AM 2002. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (4) The shares, on a post-conversion basis, are held as follows: 661,027 by BV II QP, 72,850 by BV II, 11,245 by AM 2002 and 232,728 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (5) The shares, on a post-conversion basis, are held as follows: 131,196 by BV II QP, 14,458 by BV II, 2,231 by AM 2002 and 46,190 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein
  - (6) The shares are held as follows: 701,037 by BV II QP, 77,259 by BV II, 11,926 by AM 2002 and 246,814 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein
  - (7) The shares are held as follows: 1,362,064 by BV II QP, 150,109 by BV II, 23,171 by AM 2002 and 479,542 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein
  - (8) The shares are held as follows: 1,493,260 by BV II QP, 164,567 by BV II, 25,402 by AM 2002 and 525,732 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.