#### AGIOS PHARMACEUTICALS INC

Form 4 July 11, 2017

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Pers Biller Scott	son * 2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
	AGIOS [AGIO]	PHARMA	ACEUTICALS INC	(Chec	<del>(</del> )			
(Last) (First) (Mide	, -, -, -, -, -,	3. Date of Earliest Transaction (Month/Day/Year)			e title Oth	Owner er (specify		
C/O AGIOS	07/07/20	07/07/2017			below) below)  Chief Scientific Officer			
PHARMACEUTICALS, INC.,	88			Cilici	Scientific Offic	CI		
SIDNEY STREET								
(Street)	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(Mon	th/Day/Year)		Applicable Line)				
				_X_ Form filed by	1 0			
CAMBRIDGE, MA 02139				Form filed by M Person	More than One Re	porting		
(City) (State) (Zip	Table	e I - Non-D	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of 2. Transaction Date 2	A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
Security (Month/Day/Year) E	Execution Date, if	Transactio	n(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr. 3)	ny	Code	(D) (Instr. 2. 4 and 5)	Beneficially	(D) or	Beneficial		

1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed 3. 4. Seconth/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr.			ispose		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common stock	07/07/2017		M(1)	2,146	A	\$ 9.05	8,410	D	
Common stock	07/07/2017		S(2)	2,146	D	\$ 55	6,264	D	
Common stock							46,470	I	See footnote (3)

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 (9-02)

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# 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. Transactic Code (Instr. 8)	5. Number omf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date curities (Month/Day/Year) quired or sposed of other str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 9.05	07/07/2017		M <u>(1)</u>	2,146	<u>(4)</u>	04/29/2023	Common stock	2,146

### **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

07/11/2017

\*\*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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Shares held by a spousal lifetime access trust, of which the reporting person's wife is trustee.
- (4) 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 the remaining 50% of upon the achievement of a second 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 this option as to 34,091 shares. On January 26, 2017, the Company's board of directors

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determined that the second performance milestone was achieved, resulting in the vesting of this option as to the remaining 34,090 shares. 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

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