

GALAKATOS NICHOLAS
Form 3
March 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GALAKATOS NICHOLAS</p> <p>(Last) (First) (Middle)</p> <p>C/O MPM ASSET MANAGEMENT,Â 200 CLARENDON STREET, 54TH FLOOR</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02116</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/11/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AVEO PHARMACEUTICALS INC [AVEO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,037,036 (3)	\$ (2)	I	See Footnote (3)
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	977,850 (4)	\$ (2)	I	See Footnote (4)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	194,075 (5)	\$ (2)	I	See Footnote (5)
Stock Option (Right to Buy)	Â (6)	06/16/2019	Common Stock	10,000	\$ 8.72	D	Â

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

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Signatures

/s/ Nicholas Galakatos 03/12/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 will automatically convert 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 will
- (2) convert automatically into shares of Common Stock on a 0.25 for 1 basis immediately prior to 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) This option first became exercisable on July 31, 2009 and vests over a one-year period in equal monthly installments.

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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