

AGIOS PHARMACEUTICALS INC

Form 4

July 21, 2015

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goddard Glenn

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

AGIOS PHARMACEUTICALS INC  
[AGIO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/17/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President, Finance

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

**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)
			Code	V	Amount	(A) or (D) Price			
Common stock	07/17/2015		M <sup>(1)</sup>		909	A \$ 0.6875	909	D	
Common stock	07/17/2015		M <sup>(1)</sup>		7,273	A \$ 2.34	8,182	D	
Common stock	07/17/2015		M <sup>(1)</sup>		3,725	A \$ 9.05	11,907	D	
Common stock	07/17/2015		M <sup>(1)</sup>		1,093	A \$ 23.1	13,000	D	
	07/17/2015		S <sup>(2)</sup>		13,000	D	0	D	

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Common  
stock

\$  
113.71  
(3)

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

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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. 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)	\$ 0.6875	07/17/2015		M <sup>(1)</sup>		909		<sup>(4)</sup>	09/14/2021	Common stock	909
Stock option (right to buy)	\$ 2.34	07/17/2015		M <sup>(1)</sup>		7,273		<sup>(5)</sup>	04/05/2022	Common stock	7,273
Stock option (right to buy)	\$ 9.05	07/17/2015		M <sup>(1)</sup>		3,725		<sup>(6)</sup>	04/29/2023	Common stock	3,725
Stock option (right to buy)	\$ 23.1	07/17/2015		M <sup>(1)</sup>		1,093		<sup>(7)</sup>	08/27/2023	Common stock	1,093

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Goddard Glenn  
C/O AGIOS PHARMACEUTICALS, INC.  
88 SIDNEY STREET  
CAMBRIDGE, MA 02139

Senior Vice President, Finance

## Signatures

/s/ Glenn  
Goddard

07/21/2015

\_\_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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$113.19 to \$114.85.

- (3) 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
- (4) This option was granted on September 15, 2011. The shares underlying this option vest as to 25% of the underlying shares on September 15, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on April 6, 2012 for the purchase of 29,090 shares of common stock. The option vests as to 25% of the underlying shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 14,545 shares, and the remaining 7,273 shares will vest on April 4, 2015.

- (5) This option was granted on April 30, 2013 for the purchase of 14,545 shares of common stock. The option vests as to 25% upon the achievement of a performance milestone, as to an additional 50% of the underlying shares upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone was met on January 17, 2014. The performance criteria for the second performance milestone was met on April 4, 2014, resulting in the vesting of the option as to 7,273 shares, and the remaining 3,636 shares will vest on April 4, 2015.
- (6) This option was granted on August 28, 2013. The shares underlying this option vest as to 25% of the underlying shares on August 28, 2014, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- (7)

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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