

Biller Scott  
Form 4  
October 04, 2017

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Biller Scott

(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)  
10/02/2017

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 \_\_\_\_ Other (specify  
below) below)  
Chief Scientific Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>stock                       | 10/02/2017                              |                                                             | M <sup>(1)</sup>                        | 1,191 A \$ 9.05                                                     | 7,455                                                                                                              | D                                                                    |                                         |
| Common<br>stock                       | 10/02/2017                              |                                                             | S <sup>(2)</sup>                        | 1,191 D \$ 67.23                                                    | 6,264                                                                                                              | D                                                                    |                                         |
| Common<br>stock                       | 10/02/2017                              |                                                             | M <sup>(1)</sup>                        | 955 A \$ 31.64                                                      | 7,219                                                                                                              | D                                                                    |                                         |
| Common<br>stock                       | 10/02/2017                              |                                                             | S <sup>(2)</sup>                        | 955 D \$ 67.23                                                      | 6,264                                                                                                              | D                                                                    |                                         |

# Edgar Filing: Biller Scott - Form 4

(3)

Common  
stock

10,470

I

See  
footnote  
(4)

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 required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date                                                  | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>option<br>(right to<br>buy)                | \$ 9.05                                                            | 10/02/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                 | 1,191                                                          |     | <sup>(5)</sup>                                                      | 04/30/2023                                                          | Common<br>stock | 1,191                                  |
| Stock<br>option<br>(right to<br>buy)                | \$ 31.64                                                           | 10/02/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                 | 955                                                            |     | <sup>(6)</sup>                                                      | 03/04/2024                                                          | Common<br>stock | 955                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| Biller Scott<br>C/O AGIOS PHARMACEUTICALS, INC.<br>88 SIDNEY STREET<br>CAMBRIDGE, MA 02139 | Chief Scientific Officer         |

## Signatures

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

10/04/2017

\_\_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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$66.43 to \$67.68. The
- (3) 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) Shares held by a spousal lifetime access trust, of which the reporting person's wife is trustee.

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
- (5) 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 determined that the second performance milestone was achieved, resulting in the vesting of this option as to the remaining 34,090 shares.
- (6) 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. 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.