

AGIOS PHARMACEUTICALS INC

Form 4

April 03, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Billr Scott

(Last) (First) (Middle)

C/O AGIOS
PHARMACEUTICALS, INC., 38
SIDNEY STREET, 2ND FLOOR

(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)
04/01/2014

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 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	04/01/2014		M		18,000	A	\$ 0.4675	18,000	D
Common stock	04/01/2014		M		12,000	A	\$ 0.4675	30,000	D
Common stock	04/01/2014		M ⁽¹⁾		4,500	A	\$ 0.4675	34,500	D
Common stock	04/01/2014		S ⁽²⁾		4,500	D	\$ 38.08 ⁽³⁾	30,000	D

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock option (right to buy)	\$ 0.4675	04/01/2014		M	18,000	<u>(4)</u> 12/06/2020	Common stock	18,000
Stock option (right to buy)	\$ 0.4675	04/01/2014		M	12,000	<u>(5)</u> 12/06/2020	Common stock	12,000
Stock option (right to buy)	\$ 0.4675	04/01/2014		M ⁽¹⁾	4,500	<u>(4)</u> 12/06/2020	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Biller Scott C/O AGIOS PHARMACEUTICALS, INC. 38 SIDNEY STREET, 2ND FLOOR CAMBRIDGE, MA 02139	Chief Scientific Officer

Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for Scott Biller

04/03/2014

**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 \$36.58 to \$39.57. 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) This option was granted on December 7, 2010. The shares underlying this option vest as to 25% of the shares on September 20, 2011, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on December 7, 2010. The shares underlying this option vested as to 25% of the shares upon the achievement of

(5) a performance milestone on March 18, 2013. The remaining 75% of the shares underlying the option vest in equal monthly installments through March 18, 2016.

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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