

EVNIN ANTHONY B
 Form 4
 November 16, 2018

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EVNIN ANTHONY B

2. Issuer Name and Ticker or Trading Symbol
 AVEO PHARMACEUTICALS INC
 [AVEO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O AVEO PHARMACEUTICALS, INC., ONE BROADWAY, 14TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 CAMBRIDGE, MA 02142

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

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/14/2018		S	D	325,139 (1)	\$ 1,9003 (2)	821,929 I By Funds (3)
Common Stock	11/15/2018		S	D	670,894 (4)	\$ 1.8606 (5)	151,035 I By Funds (3)
Common Stock	11/16/2018		S	D	151,035 (6)	\$ 1.8168 (7)	0 I By Funds (3)

Common
Stock

418,414 ⁽⁸⁾ D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVNIN ANTHONY B
C/O AVEO PHARMACEUTICALS, INC.
ONE BROADWAY, 14TH FLOOR
CAMBRIDGE, MA 02142

X

Signatures

/s/ Karuna Rubin,
attorney-in-fact

11/16/2018

**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).

Consists of (a) 58,519 shares of common stock sold by Venrock Associates, or VA, (b) 260,087 shares of common stock sold by Venrock Associates III, L.P., or VA III, (c) 6,502 shares of common stock sold by Venrock Entrepreneurs Fund III, L.P., or VEF III, and (d) 31 shares of common stock sold by VEF Management III, LLC, or VEFM III.

(2)

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The price reported is a weighted average price. The shares were sold in multiple transactions at pricing ranging from \$1.89 to \$1.92, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) Dr. Evnin is a General Partner of VA. Venrock Management III, LLC, or VM III, is the sole General Partner of VA III. VEFM III, is the sole General Partner of VEF III. Dr. Evnin is a Member of VM III and VEFM III. Dr. Evnin expressly disclaims beneficial ownership over all shares held by or on behalf of VA, VA III, VEF III, VM III, and VEFM III, except to the extent of his indirect pecuniary interest therein.
- (4) Consists of (a) 120,749 shares of common stock sold by VA, (b) 536,665 shares of common stock sold by VA III, (c) 13,416 shares of common stock sold by VEF III, and (d) 64 shares of common stock sold by VEFM III.
- (5) The price reported is a weighted average price. The shares were sold in multiple transactions at pricing ranging from \$1.85 to \$1.875, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Consists of (a) 27,184 shares of common stock sold by VA, (b) 120,817 shares of common stock sold by VA III, (c) 3,020 shares of common stock sold by VEF III, and (d) 14 shares of common stock sold by VEFM III.
- (7) The price reported is a weighted average price. The shares were sold in multiple transactions at pricing ranging from \$1.785 to \$1.85, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) None of the shares held directly by Dr. Evnin were sold in these transactions.

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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