SEC	Form	4
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# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

#### OMB APPROVAL 3235-0287 OMB Number:

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	or Section 30(n) of the investment Company Act of 1940	
1. Name and Address of Reporting Person <sup>*</sup> <u>Biller Scott</u>	2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS INC</u> [ AGIO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle)	]	X Officer (give title Other (specify below) below)
(Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2018	Chief Scientific Officer
(Street) CAMBRIDGE MA 02139	4. If Amendment, Date of Original Filed (Month/Day/Year) 05/08/2018	6. Individual or Joint/Group Filing (Check Applicable Line) X 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. Transa Code ( 8)	ction	Disposed Of (	ecurities Acquired ( bosed Of (D) (Instr. 3		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)

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. Transa Code ( 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Stock option (right to buy)	\$9.05	05/07/2018		M <sup>(1)</sup>			3,000 <sup>(2)</sup>	(3)	04/30/2023	Common stock	3,000	\$0.00	22,154	D	

## Explanation of Responses:

1. This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. The original Form 4 stated that derivative securities were acquired as a result of the transaction, when in fact the transaction was a disposition of derivative securities. This Form 4 amendment is solely to correct the nature of the transaction.

3. 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 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.

### **Remarks:**

/s/ William Cook, as Attorney

\*\* Signature of Reporting Person

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

08/10/2018 in Fact for Scott Biller Date