

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Schenkein David P</u>  (Last) (First) (Middle) <u>C/O AGIOS PHARMACEUTICALS, INC.</u> <u>88 SIDNEY STREET</u>  (Street) <u>CAMBRIDGE MA 02139</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS INC [ AGIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	09/05/2018		M		72,619	A	\$2.34	72,619	D	
Common stock	09/05/2018		M		2,500	A	\$31.64	75,119	D	
Common stock								271,772	I	See footnote <sup>(1)</sup>
Common stock								79,082	I	See footnote <sup>(2)</sup>

**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 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) (Instr. 4)	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
Stock option (right to buy)	\$2.34	09/05/2018		M			72,619	(3)	04/05/2022	Common stock	72,619	\$0.00	0	D	
Stock option (right to buy)	\$31.64	09/05/2018		M			2,500	(4)	03/04/2024	Common stock	2,500	\$0.00	146,201	D	

**Explanation of Responses:**

- Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.
- Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.
- This option was granted on April 6, 2012 for the purchase of 72,727 shares of common stock. The option vests as to 25% of the 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, resulting in the vesting of the option as to 18,181 shares. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 36,364 shares, and the remaining 18,182 shares vested on April 4, 2015.
- This option was granted on March 5, 2014. The shares underlying this option vest as to 25% of the underlying shares on March 5, 2015, with the remaining 75% vesting in 36 equal monthly installments thereafter.

**Remarks:**

/s/ William Cook, as Attorney in Fact for David Schenkein 09/07/2018

\*\* Signature of Reporting Person    Date

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.

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