# SEC Form 4

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# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287						
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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 <sup>*</sup> Burns James William		on*	2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS, INC.</u> [ AGIO]		tionship of Reporting Per all applicable) Director Officer (give title	10% Owner Other (specify			
(Last) 88 SIDNEY STI	(First) REET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2023		below) Chief Legal Of	below) Officer			
(Street) CAMBRIDGE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication         X         Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See In	a contraction 2	a contract, instruction or written plan that is intended to truction 10.				

### 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)	Code (li	Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common stock	06/28/2023		М		5,750	A	\$ <mark>0</mark>	31,992	D	
Common stock	06/30/2023		S <sup>(1)</sup>		1,707	D	\$28.36	30,285	D	

#### 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. Transac Code (li 8)		of Deri Sec Acq (A) Disp of (I (Ins	of Expiration Date		5. Date Exercisable and Expiration Date (Month/Day/Year) 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	Amount or Number of Shares				
Performance share units	(2)	06/28/2023		М			5,750	(3)	(3)	Common stock	5,750	\$0	5,750	D	

#### Explanation of Responses:

1. Shares sold to cover the tax withholding obligation in respect of vesting of the reporting person's performance share units.

2. Each performance share unit represents a contingent right to receive one share of the issuer's common stock.

3. The PSUs vest as to 50% of the underlying shares upon the achievement of a specified clinical milestone and as to 50% of the underlying shares upon the achievement of a specified research milestone. The performance criteria for the specified clinical milestone was determined to have been met on June 28, 2023, resulting in the vesting of the PSUs as to 50% of the underlying shares of common stock on that date. Vested shares will be delivered to the reporting person within three business days after such shares become vested.

Remarks:

# /s/ William Cook, as Attorney

06/30/2023 in Fact for James Burns

\*\* 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.

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.