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 |) |
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| 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

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|
| OMB Number: 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

| 1. Name and Addres | 1 0 | son* | 2. Issuer Name and Ticker or Trading Symbol AGIOS PHARMACEUTICALS INC AGIO | | tionship of Reporting Per all applicable) | son(s) to Issuer | |
|---------------------------------|---------------|----------|---|-------------------|--|-----------------------|--|
| <u>Schenkein Da</u> | <u>avid P</u> | | | X | Director | 10% Owner | |
| (Last) | (First) | (Middle) | | X | Officer (give title below) | Other (specify below) | |
| C/O AGIOS PHARMACEUTICALS, INC. | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018 | | Chief Executive Officer | | |
| 88 SIDNEY ST | REET | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filin | g (Check Applicable | |
| CAMBRIDGE | МА | 02139 | | X | Form filed by One Rep | orting Person | |
| - | | | | | Form filed by More tha Person | n One Reporting | |
| (City) | (State) | (Zip) | | | 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. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|-------------------------------------|---------------|-------|---|---------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |

 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) | | of | | 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 | Amount or Number of Shares | | | | |
| Stock option (right to buy) | \$77.7 | 02/16/2018 | | A | | 97,500 | | (1) | 02/15/2028 | Common stock | 97,500 | \$0.00 | 97,500 | D | |
| Restricted stock units | (2) | 02/16/2018 | | Α | | 24,375 | | (3) | (3) | Common stock | 24,375 | \$0.00 | 24,375 | D | |

Explanation of Responses:

1. This option was granted on February 16, 2018. The shares underlying this option vest as to 25% of the underlying shares on February 16, 2019, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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

3. The restricted stock units were granted on February 16, 2018. The shares underlying the restricted stock units will vest in three equal annual installments on February 16, 2019, 2020 and 2021. Vested shares will be delivered to the reporting person within three business days after such shares become vested.

Remarks:

<u>/s/ William Cook, as Attorney-</u> in-fact for David Schenkein

<u>02/20/2018</u> Date

** 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.