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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

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l	Estimated average burden	
	hours per response: 0.5	
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1. Name and Address of Reporting Person [*] <u>Hirsch Andrew</u>			2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS INC</u> [AGIO		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) (Eirst) (Middle)		(Middlo)]	x	Officer (give title below)	Other (specify below)		
		()	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018		Chief Financial Officer			
(Street) CAMBRIDGE	МА	02139	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,			
(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)					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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 Exerc Expiration Da (Month/Day/Y	ate	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		33,000		(1)	02/15/2028	Common stock	33,000	\$0.00	33,000	D	
Restricted stock units	(2)	02/16/2018		A		8,250		(3)	(3)	Common stock	8,250	\$0.00	8,250	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:

/s/ William Cook, as Attorneyin-fact for Andrew Hirsch

02/20/2018

** 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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