

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Goff Brian</u> (Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET (Street) CAMBRIDGE MA 02139 (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) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
	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	03/01/2024		M		8,500	A	\$0	57,936	D	
Common stock	03/05/2024		S <sup>(1)</sup>		4,156	D	\$32.57	53,780	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. 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	Amount or Number of Shares				
Restricted stock units	(2)	03/01/2024		A		54,000		(3)	(3)	Common stock	54,000	\$0	54,000	D	
Stock options (right to buy)	\$32.27	03/01/2024		A		195,500		(4)	03/01/2034	Common stock	195,500	\$0	195,500	D	
Restricted stock units	(2)	03/01/2024		M			8,500	(5)	(5)	Common stock	8,500	\$0	17,000	D	

**Explanation of Responses:**

- Shares sold to cover the tax withholding obligation in respect of vesting of the reporting person's performance share units. This transaction was effected pursuant to durable automatic sale instructions consistent with the affirmative defense to liability under Section 10(b) of the Securities Exchange Act of 1934 under Rule 10b5-1(c) promulgated under such Act. Such instructions were included in the reporting person's restricted stock unit agreement dated March 1, 2023.
- Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- The restricted stock units were granted on March 1, 2024. Beginning on March 1, 2025, the shares underlying the restricted stock units will vest in three equal annual installments.
- This option was granted on March 1, 2024. The shares underlying this option vest as to 25% of the underlying shares on March 1, 2025, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- The restricted stock units were granted on March 1, 2023. Beginning on March 1, 2024, the shares underlying the restricted stock units will vest in three equal annual installments.

**Remarks:**

/s/ William Cook, as Attorney in Fact for Brian Goff 03/05/2024

\*\* 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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