## 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								
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person*		on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol AGIOS PHARMACEUTICALS INC [ AGIO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Schenkein Da</u>	<u>avid P</u>			X	Director	10% Owner			
(Last)	(First)	(Middle)	L	X	Officer (give title below)	Other (specify below)			
C/O AGIOS PHARMACEUTICALS, INC.		( )	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2017	Chief Executive Officer					
88 SIDNEY STR	REET								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	ridual or Joint/Group Filin				
CAMBRIDGE	MA	02139		X	Form filed by One Rep	orting Person			
(City)	(State)	(Zip)			Form filed by More tha Person	n One Reporting			

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Non Bervalive Occurrices Acquirea, Bisposed 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common stock	08/01/2017		<b>M</b> <sup>(1)</sup>		3,000	A	\$0.3025	3,000	D	
Common stock	08/01/2017		<b>S</b> <sup>(2)</sup>		3,000	D	\$55.12 <sup>(3)</sup>	0	D	
Common stock	08/02/2017		<b>M</b> <sup>(1)</sup>		24,000	A	\$0.3025	24,000	D	
Common stock	08/02/2017		<b>S</b> <sup>(2)</sup>		24,000	D	\$60.55(4)	0	D	
Common stock								272,272	I	See footnote <sup>(5)</sup>
Common stock								79,082	I	See footnote <sup>(6)</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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. of Derivative Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security   8) Securities Derivative Derivat					8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership			
	Derivative Security					Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				(Instr. 3 and 4)			Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (right to buy)	\$0.3025	08/01/2017		<b>M</b> <sup>(1)</sup>			3,000	(7)	08/12/2019	Common stock	3,000	\$0.00	183,656	D	
Stock option (right to buy)	\$0.3025	08/02/2017		<b>M</b> <sup>(1)</sup>			24,000	(7)	08/12/2019	Common stock	24,000	\$0.00	159,656	D	

### Explanation of Responses:

1. This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

3. The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$54.61 to \$55.90. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

4. The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$60.00 to \$61.71. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

5. Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.

6. Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.

7. This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on August 1, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter. Remarks:

> /s/ Andrew Hirsch, as Attorney 08/03/2017 in Fact for David Schenkein

\*\* 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.