

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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*<br><u>THIRD ROCK VENTURES LP</u><br><br>(Last) (First) (Middle)<br>29 NEWBURY STREET, 3RD FLOOR<br><br>(Street)<br>BOSTON MA 02116<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AGIOS PHARMACEUTICALS INC [</u><br><u>AGIO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/11/2014                                     |  |
| 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                    | 09/11/2014                           |  | J <sup>(1)</sup>               |   | 825,000   | D          | \$0   | 3,070,090   | D <sup>(2)</sup>   |   |
| Common Stock                    | 09/11/2014                           |  | J <sup>(3)</sup>               |   | 60,567  | A          | \$0   | 60,567  | D <sup>(4)</sup>   |   |
| Common Stock                    | 09/11/2014                           |  | J <sup>(5)</sup>               |   | 60,567  | D          | \$0   | 0   | D <sup>(4)</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 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 |   |  |  |   |  |

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>THIRD ROCK VENTURES LP</u><br><br>(Last) (First) (Middle)<br>29 NEWBURY STREET, 3RD FLOOR<br><br>(Street)<br>BOSTON MA 02116<br><br>(City) (State) (Zip) |
|---|

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person*     |         |          |
| <a href="#">Third Rock Ventures GP, L.P.</a> |         |          |
| (Last)                                       | (First) | (Middle) |
| 29 NEWBURY STREET, 3RD FLOOR                 |         |          |
| (Street)                                     |         |          |
| BOSTON                                       | MA      | 02116    |
| (City)                                       | (State) | (Zip)    |
| 1. Name and Address of Reporting Person*     |         |          |
| <a href="#">TRV GP, LLC</a>                  |         |          |
| (Last)                                       | (First) | (Middle) |
| 29 NEWBURY STREET, 3RD FLOOR                 |         |          |
| (Street)                                     |         |          |
| BOSTON                                       | MA      | 02116    |
| (City)                                       | (State) | (Zip)    |

**Explanation of Responses:**

- Distribution of shares in kind by Third Rock Ventures, L.P. ("TRV") on a pro rata basis to its partners.
- The shares are directly held by TRV. The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC") and , as such, each of TRV GP and TRV GP LLC exercises shared voting and investment power over the shares held of record by TRV. Each Reporting Person disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.
- TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.
- The shares are directly held by TRV GP. As such, TRV GP LLC exercises voting and investment power over the shares held of record by TRV GP. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.
- Distribution of shares in kind by TRV GP on a pro rata basis to its partners.

**Remarks:**

|  |                                   |
|--|-----------------------------------|
| <a href="#"><u>/s/ Kevin Gillis, Chief<br/>Financial Officer of TRV GP,<br/>LLC, general partner of Third<br/>Rock Ventures GP, L.P.,<br/>general partner of Third Rock<br/>Ventures, L.P.</u></a> | <a href="#"><u>09/12/2014</u></a> |
| <a href="#"><u>/s/ Kevin Gillis, Chief<br/>Financial Officer of TRV GP,<br/>LLC, general partner of Third<br/>Rock Ventures GP, L.P.</u></a>   | <a href="#"><u>09/12/2014</u></a> |
| <a href="#"><u>/s/ Kevin Gillis, Chief<br/>Financial Officer of TRV GP,<br/>LLC</u></a>  | <a href="#"><u>09/12/2014</u></a> |
| ** 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.**