Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
|--|
| or Section 30(h) of the Investment Company Act of 1940                 |

|  |         |              | or Section 30(n) of the investment Company Act of 1940                            |   |          |           |  |  |  |
|--|---------|--------------|---|---|----------|-----------|--|--|--|
| 1. Name and Addres   | 1 0     |              | 2. Issuer Name and Ticker or Trading Symbol<br>AGIOS PHARMACEUTICALS INC [ AGIO ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |          |           |  |  |  |
| FOUSE JACQUALYN A  |         | A            |   | X   | Director | 10% Owner |  |  |  |
| (Last) (First) (Middle)  |         | x            | Officer (give title below)  | Other (specify below)   |          |           |  |  |  |
| (Last) (First) (Middle)<br>C/O AGIOS PHARMACEUTICALS, INC.<br>88 SIDNEY STREET<br>(Street)<br>CAMBRIDGE MA 02139 |         | FICALS, INC. | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/01/2019                    | Chief Executive Officer   |          |           |  |  |  |
|  |         | 02139        | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applica<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting |          |           |  |  |  |
| (City)   | (State) | (Zip)        |   |   |          |           |  |  |  |
| 1  |         | Table L. Non | Derivative Securities Acquired Disposed of or Repeti                              | vially (  | Owned    |           |  |  |  |

| Table I - Non-Derivative S | Securities Acqu | ired, Disposed o | of, or Beneficially | Owned |
|----------------------------|-----------------|------------------|---------------------|-------|
|                            |                 |                  |                     |       |

| 1. Title of Security (Instr. 3) | y (Instr. 3)<br>2. Transaction<br>Date<br>(Month/Day/Year)<br>2. Transaction<br>Date<br>if any<br>(Month/D |  | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |  |       |  | (D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |
|---------------------------------|--|--|-----------------------------|---|--|--|-------|--|-----------------------------------|---|--|
|                                 |  |  | Code                        | v | Amount (A) or<br>(D) Price   |  | Price | Reported<br>Transaction(s)<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Derivative |     | Expiration Date<br>(Month/Day/Year) |                           | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)        | (D) | Date<br>Exercisable                 | Expiration<br>Date        | Title   | Amount<br>or<br>Number<br>of Shares |   | (Instr. 4)   |  |  |
| Stock option<br>(right to<br>buy)                   | \$53.87   | 02/01/2019                                 |   | A                            |   | 350,346    |     | (1)                                 | 01/31/2029                | Common<br>stock   | 350,346                             | \$0.00  | 350,346  | D  |  |
| Performance share units                             | (2)   | 02/01/2019                                 |   | Α                            |   | 42,695     |     | (3)                                 | 02/01/2024 <sup>(3)</sup> | Common<br>stock   | 42,695                              | \$0.00  | 42,695   | D  |  |

## Explanation of Responses:

1. This option was granted on February 1, 2019. The shares underlying this option vest as to 25% of the shares on February 1, 2020, with the remaining 75% vesting in 36 equal monthly installments thereafter. 2. Each performance share unit represents a contingent right to receive one share of the issuer's common stock.

3. The performance share units vest if, during the five-year period beginning on February 1, 2019 and ending on February 1, 2024, the closing price of the issuer's common stock equals or exceeds \$120 per share for at least 20 consecutive trading days at any time during such five-year period.

**Remarks:** 

/s/ William Cook, as Attorney-

in-fact for Jacqualyn Fouse \*\* Signature of Reporting Person 02/05/2019

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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