SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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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 [*] Smith Cynthia			2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS, INC.</u> [AGIO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET (Street)			3. Date of Earliest Transaction (Month/Day/Year) 06/13/2024	Officer (give title Other (specify below) below)					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
CAMBRIDG		02139	Rule 10b5-1(c) Transaction Indication	Person					
(City)	(State)	(Zip)		that a transaction was made pursuant to a contract, instruction or written plan that is intended to					
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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common stock	06/13/2024		М		3,388	Α	\$ <mark>0</mark>	5,690	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date, 5. Number 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 10. Ownership 11. Nature of Indirect Conversion Transaction (Month/Day/Year) if any (Month/Day/Year) Security (Instr. 3) or Exercise Code (Instr. Derivative (Month/Day/Year) Securities Security (Instr. 5) Securities Form: Beneficial Direct (D) or Indirect Price of Derivative Securities Acquired Underlying Derivative Security 8) Beneficially Ownership Owned (Instr. 4) (A) or Disposed Security (Instr. 3 and 4) Following (I) (Instr. 4) Reported Transaction(s) of (D) (Instr. 3, 4 (Instr. 4) and 5) Amount or Number Date Expiration of Date Shares Code ν (A) (D) Exercisable Title Restricted Commo (1) 06/13/2024 (2) (2) 0 D Μ 3.388 3,388 \$<mark>0</mark> stock units stock

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

2. The restricted stock units were granted on June 13, 2023. The shares underlying the stock units vest in full on June 13, 2024. Vested shares will be delivered to the reporting person within three business days after such shares become vested

Remarks:

/s/ William Cook, as attorney-06/17/2024 in-fact for Cynthia Smith

** 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.

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