

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 13, 2023

**Agios Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-36014  
(Commission  
File Number)

26-0662915  
(IRS Employer  
Identification No.)

88 Sidney Street, Cambridge, MA  
(Address of Principal Executive Offices)

02139  
(Zip Code)

Registrant's telephone number, including area code: (617) 649-8600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per share	AGIO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2023 Annual Meeting of Stockholders of Agios Pharmaceuticals, Inc. (the “Company”) held on June 13, 2023 (the “Annual Meeting”), the Company’s stockholders approved the Agios Pharmaceuticals, Inc. 2023 Stock Incentive Plan (the “2023 Plan”), which had previously been adopted by the Company’s board of directors (the “Board”), subject to stockholder approval.

The description of the 2023 Plan contained on pages 94 to 106 of the Company’s [proxy statement for the Annual Meeting](#), filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2023, is incorporated herein by reference. A complete copy of the 2023 Plan is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The following is a summary of the matters voted on at the Annual Meeting.

1. The Company’s stockholders elected Rahul Ballal, Brian Goff and Cynthia Smith as Class I directors, each to serve for a three-year term expiring at the 2026 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class I directors were as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Rahul Ballal	48,917,456	2,011,967	986,609
Brian Goff	48,918,287	2,011,136	986,609
Cynthia Smith	48,826,746	2,102,677	986,609

2. The Company’s stockholders approved the non-binding, advisory vote on the compensation paid to its named executive officers. The results of the stockholders’ non-binding, advisory vote with respect to compensation paid to the Company’s named executive officers were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
46,289,192	4,630,627	9,604	986,609

3. The Company’s stockholders approved the 2023 Plan. The results of the stockholders’ vote with respect to the approval of the 2023 Plan were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
27,268,226	23,635,666	25,531	986,609

4. The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the current fiscal year. The results of the stockholders’ vote with respect to such ratification were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
50,024,364	1,876,012	15,656	0

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Agios Pharmaceuticals, Inc. 2023 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 of registrant's Registration Statement on Form S-8 (File No. 333-272615) filed with the SEC on June 13, 2023)</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGIOS PHARMACEUTICALS, INC.

Date: June 14, 2023

By: /s/ Brian Goff

Brian Goff

Chief Executive Officer