

**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): September 4, 2020

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.

On September 8, 2020, Agios Pharmaceuticals, Inc. (the “Company”) issued a press release announcing that Jonathan Biller has been appointed by the Company as chief financial officer, head of legal and corporate affairs, effective September 11, 2020. A copy of the press release is attached hereto as Exhibit 99.1.

Mr. Biller, age 57, joined the Company as chief legal officer in December 2019 and has more than 30 years of legal, tax and treasury experience. Prior to joining the Company, Mr. Biller held leadership roles at Celgene Corporation, a biopharmaceutical company, leading its global legal function as executive vice president and general counsel from July 2018 to November 2019, and serving as senior vice president, tax and treasury from 2011 to June 2018, in which role he was responsible for the company’s global tax and treasury functions including its capital allocation strategy and tax policy. Prior to Celgene Corporation, Mr. Biller was general counsel, chief tax officer and secretary for Bunge Limited, a global agribusiness and food company. Prior to Bunge Limited, Mr. Biller held roles of increasing responsibility at Alcon, Inc., during which time it was a publicly traded company. Mr. Biller began his career at law firm Hopkins & Sutter rising to the level of partner and was also partner at Foley & Lardner LLP after the firms merged. Mr. Biller holds a B.A. from Brown University and a J.D. from Yale Law School.

Mr. Biller does not have a family relationship with any of the Company’s officers or directors. There are currently no transactions in which Mr. Biller has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On September 4, 2020, Andrew Hirsch notified the Company of his intention to resign as chief financial officer and head of corporate development (principal financial officer) of the Company, effective September 11, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued September 8, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 8, 2020

By: /s/ Jacquelyn A. Fouse
Jacquelyn A. Fouse, Ph.D.
Chief Executive Officer



AgiOS Appoints Jonathan Biller as Chief Financial Officer, Head of Legal and Corporate Affairs

Andrew Hirsch to Depart Agios and Remain a Strategic Advisor through October 2020

CAMBRIDGE, Mass., September 8, 2020 — Agios Pharmaceuticals, Inc. (NASDAQ:AGIO), a leader in the field of cellular metabolism to treat cancer and rare genetic diseases, today announced the appointment of Jonathan Biller to the role of chief financial officer, head of legal and corporate affairs effective September 11, 2020. Mr. Biller will replace Andrew Hirsch who has served as the company's chief financial officer since 2016. Mr. Hirsch will depart the company this month to pursue another opportunity and will remain a strategic advisor to Agios through October 2020.

"With more than 30 years of broad, global treasury, tax, legal and business development experience, I'm excited to have Jonathan expand his leadership at Agios to include the role of chief financial officer as we continue to advance our Agios 2025 strategic vision," said Jackie Fouse, Ph.D., chief executive officer of Agios. "I want to thank Andrew for his significant contributions to Agios which have included evolving our finance, business development, IT and facilities functions to support the company's growth and ensuring we've had sufficient capital to invest in our productive research engine and broad clinical portfolio."

Mr. Biller joined Agios in November 2019 as chief legal officer. Previously, Mr. Biller served as executive vice president, general counsel at Celgene from July 2018 to November 2019 where he was responsible for Celgene's global legal function. He joined Celgene in 2011, serving as senior vice president, tax and treasury, responsible for Celgene's global tax and treasury functions including the company's capital allocation strategy and tax policy. Prior to Celgene, Mr. Biller was general counsel, chief tax officer and secretary from 2008 to 2011 at Bunge Limited, a publicly traded agriculture and food company. Prior to Bunge, Mr. Biller held roles of increasing responsibility at Alcon, Inc. during which time it was a publicly traded company. He began his legal career at Hopkins & Sutter rising to the level of partner and was also partner at Foley & Lardner after the firms merged. He holds a B.A. degree from Brown University and a J.D. from Yale Law School.

About Agios

AgiOS is focused on discovering and developing novel investigational medicines to treat malignant hematology, solid tumors and rare genetic diseases through scientific leadership in the field of cellular metabolism. In addition to an active research and discovery pipeline across these three therapeutic areas, Agios has two approved oncology precision medicines and multiple first-in-class investigational therapies in clinical and/or preclinical development. For more information, please visit the company's website at www.agios.com.



Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those regarding the expected benefits of Mr. Biller's employment and Agios' strategic plans and focus. The words "anticipate," "expect," "goal," "hope," "milestone," "plan," "potential," "possible," "strategy," "will," "vision," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from Agios' current expectations and beliefs. For example, there can be no guarantee that any product candidate Agios or its collaborators is developing will successfully commence or complete necessary preclinical and clinical development phases, or that development of any of Agios' product candidates will successfully continue. There can be no guarantee that any positive developments in Agios' business will result in stock price appreciation. Management's expectations and, therefore, any forward-looking statements in this press release could also be affected by risks and uncertainties relating to a number of other important factors, including, without limitation: risks and uncertainties related to the impact of the COVID-19 pandemic to Agios' business, operations, strategy, goals and anticipated milestones, including its ongoing and planned research activities, ability to conduct ongoing and planned clinical trials, clinical supply of current or future drug candidates, commercial supply of current or future approved products, and launching, marketing and selling current or future approved products; Agios' results of clinical trials and preclinical studies, including subsequent analysis of existing data and new data received from ongoing and future studies; the content and timing of decisions made by the U.S. FDA, the EMA or other regulatory authorities, investigational review boards at clinical trial sites and publication review bodies; Agios' ability to obtain and maintain requisite regulatory approvals and to enroll patients in its planned clinical trials; unplanned cash requirements and expenditures; competitive factors; Agios' ability to obtain, maintain and enforce patent and other intellectual property protection for any product candidates it is developing; Agios' ability to maintain key collaborations; and general economic and market conditions. These and other risks are described in greater detail under the caption "Risk Factors" included in Agios' public filings with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Agios expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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