

**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):
March 25, 2021**

Agios Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36014
(Commission
File Number)

26-0662915
(IRS Employer
Identification No.)

88 Sidney Street
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip code)

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

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:

- 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))

Title of Each Class	Trading Symbol(s)	Exchange
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 5.07 Submission of Matters to a Vote of Security Holders.

On March 25, 2021, Agios Pharmaceuticals, Inc. (the “Company”) held a virtual special meeting of stockholders (the “Special Meeting”). At the Special Meeting, Company stockholders voted on a proposal to approve the proposed sale of the Company’s commercial, clinical and research-stage oncology portfolio to Servier Pharmaceuticals, LLC (“Servier”) pursuant to the Purchase and Sale Agreement, dated as of December 20, 2020 (the “Purchase Agreement”), by and among the Company, Servier and, solely for certain purposes, Servier S.A.S. (such proposal, the “Transaction Proposal”). The Transaction Proposal is described in more detail in the Company’s definitive proxy statement, filed with the U.S. Securities and Exchange Commission on February 11, 2021. As of the close of business on February 8, 2021, the record date for the Special Meeting, there were 69,361,718 shares of Company common stock issued and outstanding. At the Special Meeting, 62,901,952 shares of Company common stock were represented virtually or by proxy and, therefore, a quorum was present.

The Transaction Proposal was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
62,890,898	5,346	5,708	N/A

Item 8.01 Other Events.

On March 25, 2021, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated March 25, 2021
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURE

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.

Date: March 25, 2021

Agios Pharmaceuticals, Inc.

/s/ Jacquelyn A. Fouse

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



AgiOS Shareholders Approve Sale of Oncology Business to Servier

CAMBRIDGE, Mass., March 25, 2021 – Agios Pharmaceuticals, Inc. (NASDAQ: AGIO), a leader in the field of cellular metabolism to treat genetically defined diseases, today announced that its shareholders voted to approve the previously disclosed sale of its commercial, clinical and research-stage oncology portfolio to Servier Pharmaceuticals, LLC, an independent global pharmaceutical company.

Approximately 99.9% of the shares voted at the Special Meeting, representing approximately 90% of the outstanding shares entitled to vote, were voted in favor of the transaction. Agios will file the final vote results, as certified by the independent Inspector of Election, on a Form 8-K with the U.S. Securities and Exchange Commission.

AgiOS expects the close of the transaction to occur around March 31, 2021, subject to the satisfaction of customary closing conditions.

AgiOS also announced that its board of directors authorized the repurchase of up to \$1.2 billion of its outstanding shares after the close of the transaction. Agios expects to conduct the share repurchases over the next 12-18 months, including executing a meaningful portion of the planned repurchases by year-end through a combination of 10b5-1 plans, open market purchases and potentially privately negotiated block sales.

About Agios

AgiOS is focused on discovering and developing novel investigational medicines to treat genetically defined diseases through scientific leadership in the field of cellular metabolism. The company's most advanced drug candidate is a first-in-class pyruvate kinase R (PKR) activator, mitapivat, that is currently being evaluated for the treatment of three distinct hemolytic anemias. In addition to its active late-stage clinical pipeline, Agios has multiple novel, 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

Certain statements contained in this release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on our current plans and expectations and involve risks and uncertainties which are, in many instances, beyond our control, and which could cause actual results to differ materially from those included in or contemplated or implied by the forward-looking statements. Such risks and uncertainties include the following: (i) the occurrence of any event, change or other circumstance that could give rise to the termination of the purchase agreement in respect of the sale of the oncology business; (ii) the failure to satisfy any of the conditions to the completion of the sale of the oncology business; (iii) the inability to meet expectations regarding the timing and completion of the sale of the oncology business; (iv) the inability to meet expectations regarding the timing,



manner and amount of any share repurchases; and (v) other risks and uncertainties described in our reports and filings with the U.S. Securities and Exchange Commission (“SEC”), including the risks and uncertainties set forth in Item 1A under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2020, our definitive proxy statement and other subsequent periodic reports we file with the SEC, which are available at <http://www.sec.gov> and the Company’s website at <http://www.agios.com>. While the list of factors presented here is considered representative, this list should not be considered to be a complete statement of all potential risks and uncertainties. Any forward-looking statements contained in this communication are made only as of the date hereof, and we undertake no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof and disclaim any obligation to do so other than as may be required by law.

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