| SEC Form 4 | |
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\$32.2

Explanation of Responses:

Stock options (right to

buy)

thereafter. **Remarks:**

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
|------------------------|-----------|
| Estimated average burd | len |
| hours per response: | 0.5 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Burns James William | | | | 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) Director 10% Owner | | | | | | |
|--|---|--|--|---|------|--|--|--------|--|--------|------------------|---|--|--|--------------|---------------------------------------|--|--|--|
| (Last) 88 SIDN | (Last) (First) (Middle) 88 SIDNEY STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022 | | | | | | | | X below) below) Chief Legal Officer | | | | | |
| (Street) CAMBR (City) | | 1A State) | 02139 (Zip) | | 4.1 | If Ame | ndment, I | Date (| of Original F | iled | (Month/Da | ay/Year) | | | filed by One | e Repo | g (Check App orting Person n One Repor | n | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| Da | | | Date | Date Month/Day/Year) i | | | 2A. Deemed Execution Date, if any (Month/Day/Year | | Code (Instr. 5) | | | tr. 3, 4 an | Benefic Owned Reporte | es For ially (D) Following (I) | | m: Direct or Indirect Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | | | | | Amount | (A) 01 (D) | Price | Transad (Instr. 3 | | | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution D if any (Month/Day) | Date, Trans Code | | action (Instr. | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4) | | Derivative Security | | e s Illy J | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | | xpiration ate | Title | Amount or Number of Shares | | | | | | |
| Restricted stock units | (1) | 03/01/2022 | | | Α | | 11,500 | | (2) | | (2) | Common stock | 11,500 |) \$0 | 11,50 | 0 | D | | |

(3)

3. This option was granted on March 1, 2022. The shares underlying this option vest as to 25% of the underlying shares on March 1, 2023, with the remaining 75% vesting in 36 equal monthly installments

/s/ William Cook, as Attorney in Fact for James Burns ** Signature of Reporting Person

Comm

stock

41,000

\$<mark>0</mark>

03/01/2032

03/03/2022

41,000

D

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

03/01/2022

** 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.

A

41,000

2. The restricted stock units were granted on March 1, 2022. Beginning on March 1, 2023, the shares underlying the restricted stock units will vest in three equal annual installments.

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.