

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Alenson Carman</u>  (Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS INC. 88 SIDNEY STREET  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS, INC. [ AGIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common stock	02/16/2020		M		790	A	(1)	974	D	
Common stock	02/16/2020		M		2,800	A	(1)	3,774	D	
Common stock	02/18/2020		F		1,163	D	\$52.01	2,611	D	

**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 Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted stock units	(1)	02/14/2020		A		2,666		(2)	(2)	Common stock	2,666	\$0	2,666	D	
Restricted stock unit	(1)	02/14/2020		A		4,800		(3)	(3)	Common stock	4,800	\$0	4,800	D	
Stock option (right to buy)	\$51.51	02/14/2020		A		5,332		(4)	02/14/2030	Common stock	5,332	\$0	5,332	D	
Restricted stock units	(1)	02/16/2020		M			790	(5)	(5)	Common stock	790	\$0	790	D	
Restricted stock units	(1)	02/16/2020		M		2,800		(6)	(6)	Common stock	2,800	\$0	0	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- The restricted stock units were granted on February 14, 2020. Beginning on February, 2021, the shares underlying the restricted stock units will vest in three equal annual installments.
- The restricted stock units were granted on February 14, 2020. The shares underlying the restricted stock units will vest in full on February 14, 2022.
- This option was granted on February 14, 2020. The shares underlying this option vest as to 25% of the underlying shares on February 14, 2021, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- The restricted stock units were granted on February 16, 2018. The shares underlying the restricted stock units will vest in three equal annual installments on February 16, 2019, 2020 and 2021. Vested shares will be delivered to the reporting person within three business days after such shares become vested.
- All of the restricted stock units will vest on February 16, 2020. Vested shares will be delivered to the reporting person within three business days after such shares become vested.

**Remarks:**

/s/ William Cook as attorney-in-fact for Carman Alenson 02/19/2020

\*\* 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.

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