

AGIOS PHARMACEUTICALS INC  
Form 4  
April 30, 2014

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Celgene European Investment Co  
LLC

2. Issuer Name and Ticker or Trading Symbol  
AGIOS PHARMACEUTICALS INC  
[AGIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
86 MORRIS AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/29/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

SUMMIT, NJ 07901

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2014		P		294,800	A	\$ 44
					1,003,133	I	
Common Stock					4,010,926	D	

See footnote (1)

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

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(9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Celgene European Investment Co LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
Celgene Alpine Investment Co., LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

## Signatures

/s/Jonathan Biller \_\_\_\_\_ Jonathan Biller, Manager, Celgene European Investment Company LLC 04/30/2014  
\*\*Signature of Reporting Person Date

Perry Karsen, EVP and Chief Operations Officer, Celgene Corporation 04/30/2014  
\*\*Signature of Reporting Person Date

Jonathan Biller, Manager, Celgene Alpine Investment Co., LLC 04/30/2014  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

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- Of these shares, 708,333 shares are owned directly by Celgene Alpine Investment Co. LLC ("Celgene Alpine"), a wholly owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all such shares. Celgene
- (1) and Celgene European Investment Company LLC, a wholly owned subsidiary of Celgene ("CEICO"), disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. The remaining 294,800 shares are owned directly by Celgene. CEICO and Celgene Alpine disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
  - (2) These shares are owned directly by CEICO, and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene and Celgene Alpine disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.