

AGIOS PHARMACEUTICALS INC

Form 4

November 18, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Higgon John Duncan

(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

AGIOS PHARMACEUTICALS INC  
[AGIO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 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)
Common stock	11/16/2015		M <sup>(1)</sup>	10,909 A	\$ 0.47 92,744	D	
Common stock	11/16/2015		M <sup>(1)</sup>	2,479 A	\$ 0.47 95,223	D	
Common stock	11/16/2015		M <sup>(1)</sup>	6,612 A	\$ 2.34 101,835	D	
Common stock	11/16/2015		S <sup>(2)</sup>	20,000 D	\$ 61.51 81,835	D	

# Edgar Filing: AGIOS PHARMACEUTICALS INC - Form 4

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

**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 control number.**

SEC 1474  
(9-02)

**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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock option (right to buy)	\$ 0.47	11/16/2015		M <sup>(1)</sup>	10,909	<sup>(4)</sup> 03/01/2021	Common stock	10,909
Stock option (right to buy)	\$ 0.47	11/16/2015		M <sup>(1)</sup>	2,479	<sup>(5)</sup> 03/01/2021	Common stock	2,479
Stock option (right to buy)	\$ 2.34	11/16/2015		M <sup>(1)</sup>	6,612	<sup>(6)</sup> 04/05/2022	Common stock	6,612

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Higgins John Duncan C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET CAMBRIDGE, MA 02139	Chief Operating Officer

## Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for John Duncan Higgins 11/18/2015

\*\*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).

(1) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$60.32 to \$62.77. The

(3) reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price

(4) This option was granted on March 2, 2011. The shares underlying this option vest as to 25% of the shares on January 31, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on March 2, 2011 for the purchase of 3,636 shares of common stock. The option vests as to 33% of the

(5) underlying shares upon the achievement of a performance milestone and with the remaining 67% vesting in 24 equal monthly installments thereafter. The performance criteria for the performance milestone were met on July 19, 2013.

This option was granted on April 6, 2012 for the purchase of 63,636 shares of common stock. The option vests as to 25% of the underlying shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second

(6) performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013, resulting in the vesting of the option as to 15,909 shares. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 31,818 shares. The remaining 15,908 shares vested on April 4, 2015.

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.