

AGIOS PHARMACEUTICALS INC
 Form 4
 February 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden 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 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 *
 Arch Venture Fund VII LP

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)
 8725 WEST HIGGINS ROAD,
 SUITE 290,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2015

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

CHICAGO, IL 60631

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

(City) (State) (Zip)

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 | 02/19/2015 | | J ⁽¹⁾ | | 386,074 | D | <u>1</u> |
| | | | | | 3,088,590 | ⁽²⁾ | D |

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)

Edgar Filing: AGIOS PHARMACEUTICALS INC - Form 4

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Arch Venture Fund VII LP 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| ARCH Venture Partners VII, L.P. 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| ARCH Venture Partners VII, LLC 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| CRANDELL KEITH C/O ARCH VENTURE FUND VII 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| BYBEE CLINTON C/O ARCH VENTURE FUND VII 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |

Signatures

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH 02/23/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of GPLP 02/23/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of GPLLC 02/23/2015

