

AGIOS PHARMACEUTICALS INC  
 Form 4  
 September 28, 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 \*  
 Goddard Glenn

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President, Finance

(Last) (First) (Middle)

C/O AGIOS  
 PHARMACEUTICALS, INC., 88  
 SIDNEY STREET

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/24/2015

(Street)  
 CAMBRIDGE, MA 02139

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common stock                    | 09/24/2015                           |  | M                              | 10,000  | A   | \$ 10,000  | D   |
| Common stock                    | 09/24/2015                           |  | F                              | 4,856   | D   | \$ 88.89   | 5,144 D   |
| Common stock                    | 09/24/2015                           |  | M <sup>(2)</sup>               | 856   | A   | \$ 23.1  | 6,000 D   |
| Common stock                    | 09/24/2015                           |  | S <sup>(3)</sup>               | 6,000   | D   | \$ 85.97   | 0 D   |
|                                 |                                      |  |                                | (4)   |   |  |   |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted stock units                     | (1)  | 09/24/2015                           |  | M                              | 10,000  | (5) (5)  | Common stock  | 10,000                     |
| Stock option (right to buy)                | \$ 23.1  | 09/24/2015                           |  | M(2)                           | 856   | (6) 08/27/2023   | Common stock  | 856                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Goddard Glenn<br>C/O AGIOS PHARMACEUTICALS, INC.<br>88 SIDNEY STREET<br>CAMBRIDGE, MA 02139 |               |           | Senior Vice President, Finance |       |

## Signatures

/s/ Glenn Goddard 09/28/2015

\*\*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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (2) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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- (3) 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 \$85.09 to \$87.70. The

- (4) 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.
- (5) The restricted stock units were granted on September 24, 2014 and vested in full on September 24, 2015.
- (6) This option was granted on August 28, 2013. The shares underlying this option vest as to 25% of the underlying shares on August 28, 2014, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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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