

AGIOS PHARMACEUTICALS INC

Form 4

February 19, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STARR KEVIN P

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)

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

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

C/O THIRD ROCK VENTURES,
LLC, 29 NEWBURY STREET, 3RD
FLOOR

(Street)

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

BOSTON, MA 02116

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/19/2015		<u>J(1)</u>		3,070,090	D	\$ 0 0	I	See footnote (2)
Common Stock	02/19/2015		<u>J(3)</u>		760,195	A	\$ 0 760,195	I	See footnote (4)
Common Stock	02/19/2015		<u>J(5)</u>		760,195	D	\$ 0 0	I	See footnote (4)

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Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

- (3) TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.

The shares are directly held by TRV GP. As such, each of TRV GP LLC and the Reporting Person exercises shared voting and

- (4) investment power over the shares held of record by TRV GP. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

- (5) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.

- (6) The Reporting Person received shares distributed in kind by TRV GP on a pro rata basis to its partners.

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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