AGIOS PHARMACEUTICALS INC

Form 4

February 19, 2015

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

OMB Number:

Expires:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

AGIOS PHARMACEUTICALS INC

(Check all applicable)

[AGIO]

(Last) (First) (Middle)

3. Date of Earliest Transaction

_X__ Director X__ 10% Owner

(Month/Day/Year)

02/19/2015

Other (specify Officer (give title

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

(State)

(Zip)

FLOOR

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

BOSTON, MA 02116

(City)

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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	02/19/2015		Code V $J_{(1)}$	Amount 3,070,090	(D)	Price	0	I	See footnote (2)
Common Stock	02/19/2015		J <u>(3)</u>	760,195	A	\$0	760,195	I	See footnote (4)
Common Stock	02/19/2015		J <u>(5)</u>	760,195	D	\$0	0	I	See footnote (4)

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Common Stock 02/19/2015 J<u>(6)</u> 157,867 A \$ 0 184,386 D

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
								٨	mount		
						Date	Expiration	Title N	umber		
						Exercisable	Date	of			
				Code V	(A) (D)				ı hares		
				Code v	(A) (D)			3	nares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
STARR KEVIN P							
C/O THIRD ROCK VENTURES, LLC	X	X					
29 NEWBURY STREET, 3RD FLOOR	Λ	Λ					
BOSTON, MA 02116							

Signatures

/s/ Kevin Gillis by power of attorney for Kevin Starr 02/19/2015

**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) Distribution of shares in kind by Third Rock Ventures, L.P. ("TRV") on a pro rata basis to its partners.
- (2) The shares are directly held by TRV. The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC") and the Reporting Person is a Manager of TRV GP LLC, as such, each of TRV GP and TRV GP LLC and the Reporting Person exercises shared voting and investment power over the shares held of record by TRV. The

Reporting Owners 2

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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. 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.