

Biller Scott  
Form 4  
March 07, 2018

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Biller Scott

(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)  
03/05/2018

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 below) \_\_\_\_ Other (specify below)  
Chief Scientific 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	03/05/2018		M <sup>(1)</sup>	3,000 A \$ 9.05	56,059	D	
Common stock	03/05/2018		S <sup>(2)</sup>	400 D \$ 80.93	55,659	D	
Common stock	03/05/2018		S <sup>(2)</sup>	400 D \$ 82.04	55,259	D	
Common	03/05/2018		S <sup>(2)</sup>	1,100 D \$	54,159	D	

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stock					83.21		
					(5)		
Common stock	03/05/2018	S(2)	1,100	D	\$ 84.1	53,059	D
					(6)		

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock options (right to buy)	\$ 9.05	03/05/2018		M(1)	3,000	(7)	04/30/2023	Common stock
								Amount or Number of Shares
								3,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Biller Scott  
C/O AGIOS PHARMACEUTICALS, INC.  
88 SIDNEY STREET  
CAMBRIDGE, MA 02139

Chief Scientific Officer

## Signatures

/s/ William Cook, as Attorney-in-fact for Scott  
Biller

03/07/2018

\*\*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 \$80.49 to \$81.35. The 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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$81.53 to \$82.36. The 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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$82.65 to \$83.57. The 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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$83.66 to \$84.65. The 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.

This option was originally granted on April 30, 2013 for the purchase of 68,181 shares of common stock. The option vests as to 50% of the underlying shares upon the achievement of a performance milestone, and as to the remaining 50% of upon the achievement of a second performance milestone. The Company's board of directors determined that the first performance milestone was achieved on December 3, 2015, resulting in the vesting of this option as to 34,091 shares. On January 26, 2017, the Company's board of directors determined that the second performance milestone was achieved, resulting in the vesting of this option as to the remaining 34,090 shares.

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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