

Needle Michael N
Form 4
August 21, 2017

FORM 4

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

OMB APPROVAL

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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 *
Needle Michael N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer

(Last) (First) (Middle)
C/O AVEO PHARMACEUTICALS, INC., ONE BROADWAY, 14TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2017

(Street)
CAMBRIDGE, MA 02142

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 (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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/17/2017		J ⁽¹⁾	25,907 D \$ 0	25,906	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)

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Warrants (right to buy)	\$ 1	08/17/2017		J ⁽¹⁾	25,907	⁽²⁾	05/17/2021	Common Stock	25
Stock Option (right-to-buy)	\$ 1.07	08/17/2017		J ⁽³⁾	205,729	⁽⁴⁾	02/03/2025	Common Stock	205
Stock Option (right to buy)	\$ 1.08	08/17/2017		J ⁽⁵⁾	67,889	⁽⁶⁾	01/07/2026	Common Stock	67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Needle Michael N C/O AVEO PHARMACEUTICALS, INC. ONE BROADWAY, 14TH FLOOR CAMBRIDGE, MA 02142			Chief Medical Officer	

Signatures

/s/ Michael N.
Needle

08/21/2017

**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) On August 17, 2017, Michael Needle entered into a marital settlement agreement with his wife pursuant to which he agreed to transfer to his wife 50% of his common stock and warrants.
 - (2) The warrants are immediately exercisable.
 - (3) Under the marital settlement agreement, Dr. Needle is deemed to hold 205,729 of these options for the benefit of his wife, who is entitled to the shares issued upon exercise of such options by Dr. Needle. Dr. Needle's wife may be deemed an indirect beneficial owner of these options.
 - (4) This option vested as to 25% of the shares on January 9, 2016 and vests in thirty-six equal monthly installments thereafter as to the remaining shares through January 9, 2019, subject to Dr. Needle's continued service to the Company.
 - (5) Under the marital settlement agreement, Dr. Needle is deemed to hold 67,889 of these options for the benefit of his wife, who is entitled to the shares issued upon exercise of such options by Dr. Needle. Dr. Needle's wife may be deemed an indirect beneficial owner of these options.

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- (6) The shares underlying this option vest in equal monthly installments from January 7, 2016, through January 7, 2020, subject to Dr. Needle's continued service to the Company.

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.