AGIOS PHARMACEUTICALS INC

Form 4 June 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Cantley Lewis Clayton Jr.

AGIOS PHARMACEUTICALS INC

(Check all applicable)

[AGIO]

3. Date of Earliest Transaction

_X__ Director 10% Owner

(Month/Day/Year)

06/23/2015

Officer (give title _ Other (specify

C/O AGIOS PHARMACEUTICALS, INC., 88

SIDNEY STREET

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMBRIDGE, MA 02139

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqui	ired, Disposed of	, or Beneficiall	y 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)	(Instr. 3,	(A) or	d of (D) 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	n 06/24/2015		Code V $S_{\underline{(1)}}$	Amount 2,426	(D)	Price \$ 104.6 (2)	164,836	D	
Common	n 06/24/2015		S(1)	2,426	D	\$ 104.59 (3)	164,836	I	See footnote (4)
Common	n 06/25/2015		S <u>(1)</u>	2,426	D	\$ 105.66 (5)	162,410	D	
Commo	n 06/25/2015		S(1)	2,426	D	\$	162,410	I	See

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stock 105.66 footnote $\frac{(6)}{}$ $\frac{(4)}{}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 103.63	06/23/2015		A	10,625	<u>(7)</u>	06/22/2025	Common stock	10,625

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cantley Lewis Clayton Jr. C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET CAMBRIDGE, MA 02139

X

Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for Lewis C. Cantley Jr.

06/25/2015

**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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$103.00 to \$105.97. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of

Reporting Owners 2

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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 \$103.00 to \$106.47.
- (3) 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.
- (4) Shares held by Vicki Lee Sato, who is the reporting person's spouse.
 - The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$104.82 to \$107.30.
- (5) 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 \$104.82 to \$107.28.
- (6) 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.
- (7) This option was granted on June 23, 2015. The shares underlying this option vest as to 100% of the underlying shares on June 23, 2016. 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.