

Celgene Alpine Investment Co., LLC

Form 4

January 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CELGENE CORP /DE/

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)
86 MORRIS AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2017

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

SUMMIT, NJ 07901

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/23/2018		P		851,154	A	\$ 67 1,374,599
Common Stock							5,343,834

See
footnote
(1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
Celgene Switzerland LLC AON HOUSE 30 WOODBOURNE AVENUE PEMBROKE, D0 HM 08		X		
Celgene Alpine Investment Co., LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
Celgene European Investment Co LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

Signatures

/s/Peter N. Kellogg, Executive Vice President and Chief Financial Officer, Celgene Corporation	01/23/2018
__Signature of Reporting Person	Date
/s/ Kevin Mello, Manager, Celgene Switzerland LLC	01/23/2018
__Signature of Reporting Person	Date
/s/ Kevin Mello, Manager, Celgene Alpine Investment Co., LLC	01/23/2018
__Signature of Reporting Person	Date
/s/ Kevin Mello, Manager, Celgene European Investment Co., LLC	01/23/2018

__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) Of these shares, 624,575 shares are owned directly by Celgene Switzerland LLC, 708,333 shares are owned directly by Celgene Alpine Investment Co. LLC, and 4,010,926 shares are owned directly by Celgene European Investment Company LLC, each a wholly-owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all such shares. Celgene disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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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