

AGIOS PHARMACEUTICALS INC
Form 4
September 17, 2015

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 *
Higsons John Duncan

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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

C/O AGIOS
PHARMACEUTICALS, INC., 88
SIDNEY STREET

(Street)

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

CAMBRIDGE, MA 02139

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common stock | 09/15/2015 | | M ⁽¹⁾ | 2,480 | A \$ 0.3025 | 144,315 | D |
| Common stock | 09/15/2015 | | M ⁽¹⁾ | 17,520 | A \$ 0.3025 | 161,835 | D |
| Common stock | 09/15/2015 | | S ⁽²⁾ | 20,000 | D \$ 91.11 ⁽³⁾ | 141,835 | D |

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

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issuer, to provide full information regarding the number of shares sold at each separate price.

- (4) This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on June 13, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

- (5) This option was granted on March 26, 2010 for the purchase of 36,363 shares of common stock. The option vests as to 50% of the underlying shares upon the achievement of a performance milestone and with the remaining 50% vesting in 36 equal monthly installments thereafter. The performance criteria for the performance milestone were met on June 3, 2010.

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.