

AGIOS PHARMACEUTICALS INC

Form 4

February 19, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THIRD ROCK VENTURES LP

(Last) (First) (Middle)

**C/O THIRD ROCK VENTURES,
LLC, 29 NEWBURY STREET, 3RD
FLOOR**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**AGIOS PHARMACEUTICALS INC
[AGIO]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2015		J ⁽¹⁾	3,070,090	D \$ 0 0	D ⁽²⁾	
Common Stock	02/19/2015		J ⁽³⁾	760,195	A \$ 0 760,195	D ⁽⁴⁾	
Common Stock	02/19/2015		J ⁽⁵⁾	760,195	D \$ 0 0	D ⁽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**

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
THIRD ROCK VENTURES LP C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
Third Rock Ventures GP, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
TRV GP, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		

Signatures

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P., general partner of Third Rock Ventures, L.P. 02/19/2015

__Signature of Reporting Person

Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P. 02/19/2015

__Signature of Reporting Person

Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC 02/19/2015

__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) Distribution of shares in kind by Third Rock Ventures, L.P. ("TRV") on a pro rata basis to its partners.

The shares are directly held by TRV. The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC") and, as such, each of TRV GP and TRV GP LLC exercises shared voting and investment power over the shares held of record by TRV. Each Reporting Person disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.

(3) TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.

The shares are directly held by TRV GP. As such, TRV GP LLC exercises voting and investment power over the shares held of record by TRV GP. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.

(5) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.

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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