

AGIOS PHARMACEUTICALS INC

Form 4

September 29, 2014

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 *
Goddard Glenn

(Last) (First) (Middle)

C/O AGIOS
PHARMACEUTICALS, INC., 38
SIDNEY STREET, 2ND FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AGIOS PHARMACEUTICALS INC
[AGIO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President, Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common stock	09/26/2014		M ⁽¹⁾		227	A	\$ 0.6875	227	D
Common stock	09/26/2014		M ⁽¹⁾		9,725	A	\$ 2.34	9,952	D
Common stock	09/26/2014		M ⁽¹⁾		7,548	A	\$ 9.05	17,500	D
Common stock	09/26/2014		S ⁽²⁾		17,500	D	\$ 56.53 ⁽³⁾	0	D

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

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(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 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. 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)	\$ 0.6875	09/26/2014		M ⁽¹⁾	227	⁽⁴⁾ 09/14/2021	Common stock	227
Stock option (right to buy)	\$ 2.34	09/26/2014		M ⁽¹⁾	9,725	⁽⁵⁾ 04/05/2022	Common stock	9,725
Stock option (right to buy)	\$ 9.05	09/26/2014		M ⁽¹⁾	7,548	⁽⁶⁾ 04/29/2023	Common stock	7,548

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goddard Glenn
C/O AGIOS PHARMACEUTICALS, INC.
38 SIDNEY STREET, 2ND FLOOR
CAMBRIDGE, MA 02139

Senior Vice President, Finance

Signatures

/s/ Glenn
Goddard

09/29/2014

Date

Signature of
Reporting Person

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 exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$55.00 to \$57.88. The

(3) 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) This option was granted on September 15, 2011. The shares underlying this option vest as to 25% of the underlying shares on September 15, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on April 6, 2012 for the purchase of 29,090 shares of common stock. The option vests as to 25% of the underlying shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 14,545 shares, and the remaining 7,273 shares will vest on April 4, 2015.

(5)

This option was granted on April 30, 2013 for the purchase of 14,545 shares of common stock. The option vests as to 25% upon the achievement of a performance milestone, as to an additional 50% of the underlying shares upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone was met on January 17, 2014. The performance criteria for the second performance milestone was met on April 4, 2014, resulting in the vesting of the option as to 7,273 shares, and the remaining 3,636 shares will vest on April 4, 2015.

(6)

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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