

AGIOS PHARMACEUTICALS INC
Form 4
July 30, 2013

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 *
Celgene European Investment Co
LLC

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)

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

86 MORRIS AVENUE

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

(Street)

SUMMIT, NJ 07901

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/29/2013 | | C | | 1,887,473 | A | <u>(1)</u> 1,887,473 |
| Common Stock | 07/29/2013 | | C | | 2,123,453 | A | <u>(3)</u> 4,010,926 |
| Common Stock | 07/29/2013 | | P | | 708,333 | A | \$ 18 708,333 |
| | | | | | | I | See footnote <u>(4)</u> |

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

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displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series B Convertible Preferred Stock | (1) | 07/29/2013 | | C | 5,190,551 | (1) | (1) | Common Stock | 1,887, |
| Series C-2 Convertible Preferred Stock | (3) | 07/29/2013 | | C | 5,839,496 | (3) | (3) | Common Stock | 2,123, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Celgene European Investment Co LLC 86 MORRIS AVENUE SUMMIT, NJ 07901 | | X | | |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901 | | X | | |
| Celgene Alpine Investment Co., LLC 86 MORRIS AVENUE SUMMIT, NJ 07901 | | X | | |

Signatures

/s/Perry Karsen _____ Perry Karsen, Manager
Date: 07/30/2013
**Signature of Reporting Person

Perry Karsen, Executive Vice President and Chief Operations Officer
Date: 07/30/2013
**Signature of Reporting Person

Robert J Hugin, Director
Date: 07/30/2013

__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) Upon closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted at a ratio of 1-for-2.75 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

(2) These shares are owned directly by Celgene European Investment Company LLC, a wholly-owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(3) Upon closing of the Issuer's initial public offering, each share of Series C-2 Convertible Preferred Stock automatically converted at a ratio of 1-for-2.75 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

(4) These shares are owned directly by Celgene Alpine Investment Co., LLC, a wholly-owned subsidiary of Celgene, and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene European Investment Company LLC and Celgene disclaim beneficial ownership of the securities except to the extent of their 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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