

Celgene Alpine Investment Co., LLC  
 Form 4  
 January 23, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 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  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ 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                             |
| Common Stock                    |                                      |  |                                |   | 1,374,599   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 5,343,834   | I  |                                   |

See footnote (1)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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/<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901                          |               | X         |         |       |
| Celgene Switzerland LLC<br>AON HOUSE<br>30 WOODBOURNE AVENUE<br>PEMBROKE, D0 HM 08 |               | X         |         |       |
| Celgene Alpine Investment Co., LLC<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901         |               | X         |         |       |
| Celgene European Investment Co LLC<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901         |               | X         |         |       |

## Signatures

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