

Schenkein David P
 Form 4
 June 01, 2018

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 *
 Schenkein David P

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)
 05/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive 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)	(A) or (D)	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	Price		
Common stock	05/30/2018		M ⁽¹⁾		5,962	\$ 0.3025	D	
Common stock	05/30/2018		M ⁽¹⁾		16,193	\$ 0.3025	D	
Common stock	05/30/2018		M ⁽¹⁾		23,471	\$ 0.4675	D	
Common stock	05/30/2018		S ⁽²⁾		45,626	\$ 90.07 ₍₃₎	D	
						271,772	I	

Common stock						See footnote (4)
Common stock	79,082	I				See footnote (5)

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

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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. Amount or Number of Shares
Stock option (right to buy)	\$ 0.3025	05/30/2018		M ⁽¹⁾	5,962	⁽⁶⁾ 08/12/2019	Common stock	5,962
Stock option (right to buy)	\$ 0.3025	05/30/2018		M ⁽¹⁾	16,193	⁽⁷⁾ 08/12/2019	Common stock	16,193
Stock option (right to buy)	\$ 0.4675	05/30/2018		M ⁽¹⁾	23,471	⁽⁸⁾ 03/01/2021	Common stock	23,471

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schenkein David P C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET	X		Chief Executive Officer	

CAMBRIDGE, MA 02139

Signatures

/s/ William Cook, as Attorney in Fact for David Schenkein

06/01/2018

__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) 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 \$90.00 to \$90.63. 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) Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.
- (5) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.
- (6) This option was granted on August 13, 2009. The shares underlying this option vested as to 25% of the shares on August 1, 2010, and the remaining 75% vested in 36 equal monthly installments thereafter.

- (7) This option was granted on August 13, 2009. The shares underlying this option vested as to 50% upon the achievement of a performance milestone, as determined by the issuer's Board of Directors on June 3, 2010, and the remaining 50% of the underlying shares vested in equal monthly installments through June 3, 2013.

- (8) This option was granted on March 2, 2011. The shares underlying this option vested as to 25% of the shares on the date of grant and as to 25% of the shares upon the achievement of a performance milestone on July 19, 2013. The remaining 50% of the shares underlying the option vested in equal monthly installments through July 19, 2015.

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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