

AGIOS PHARMACEUTICALS INC

Form 4

February 23, 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 *
Arch Venture Fund VII LP

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)
8725 WEST HIGGINS ROAD,
SUITE 290,
(Street)

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

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

CHICAGO, IL 60631

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

(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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/19/2015 | | J ⁽¹⁾ | | 386,074 | D | <u>1</u> |
| | | | | | 3,088,590 ⁽²⁾ | D | |

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
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|---|---|---|---|---|--|---|---|---|
| | | | | 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 |
| Arch Venture Fund VII LP 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| ARCH Venture Partners VII, L.P. 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| ARCH Venture Partners VII, LLC 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| CRANDELL KEITH C/O ARCH VENTURE FUND VII 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |
| BYBEE CLINTON C/O ARCH VENTURE FUND VII 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH | 02/23/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of GPLP | 02/23/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of GPLLC | 02/23/2015 |

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__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell

02/23/2015

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Clinton Bybee

02/23/2015

__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 Common Stock held by a limited partnership to its partners for no consideration.

These shares are owned directly by ARCH Venture Fund VII, L.P. ("ARCH Fund VII"). The sole general partner of ARCH Fund VII is ARCH Venture Partners VII, L.P. ("ARCH Partners VII"). The sole general partner of ARCH Partners VII is ARCH Venture Partners VII, LLC ("ARCH VII LLC"). The Managing Directors of ARCH VII LLC, Robert T. Nelsen, Keith Crandell and Clinton Bybee, are

- (2) deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by ARCH Fund VII. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of such securities for Section 16 or any other purpose.

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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