

Cantley Lewis Clayton Jr.
Form 4
August 24, 2017

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 *
Cantley Lewis Clayton Jr.

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)
08/22/2017

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

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) | 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 | 08/22/2017 | | S ⁽¹⁾ | | 500 | D | \$ 56.63 ⁽²⁾ |
| | | | | | | | 88,894 ⁽³⁾ |
| Common stock | 08/22/2017 | | S ⁽¹⁾ | | 500 | D | \$ 56.63 ⁽²⁾ |
| | | | | | | | 88,934 ⁽⁴⁾ |
| | | | | | | | See footnote ⁽⁵⁾ |
| Common stock | 08/22/2017 | | S ⁽¹⁾ | | 500 | D | \$ 56.61 ⁽⁶⁾ |
| | | | | | | | 88,394 |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|--------------------|-----------------------|---|-------------------------|
| Common stock | 08/22/2017 | S ⁽¹⁾ | 500 | D | \$ 56.61 (6) | 88,434 | I | See footnote (5) |
| Common stock | 08/23/2017 | S ⁽¹⁾ | 500 | D | \$ 57.09 (7) | 87,894 | D | |
| Common stock | 08/23/2017 | S ⁽¹⁾ | 500 | D | \$ 57.09 (7) | 87,934 | I | See footnote (5) |
| Common stock | 08/23/2017 | S ⁽¹⁾ | 500 | D | \$ 57.07 (8) | 87,394 | D | |
| Common stock | 08/23/2017 | S ⁽¹⁾ | 500 | D | \$ 57.07 (8) | 87,434 | I | See footnote (5) |
| Common stock | | | | | | 20,803 ⁽³⁾ | I | See footnote (9) |
| Common stock | | | | | | 20,803 ⁽⁴⁾ | I | See footnote (10) |

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 number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Cantley Lewis Clayton Jr. C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET CAMBRIDGE, MA 02139 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ Andrew Hirsch, as Attorney-in-fact for Lewis C. Cantley Jr. | 08/24/2017 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 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 \$55.31 to \$57.52.
- (2) The 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.
- (3) This amount reflects 4,197 shares transferred from indirect to direct ownership from a grantor retained annuity trust distribution on July 28, 2017.
- (4) This amount reflects 4,197 shares transferred from a grantor retained annuity trust distribution on July 28, 2017.
- (5) Shares held by Vicki Lee Sato, who is the reporting person's spouse.
The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$55.33 to \$57.52.
- (6) The 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.
The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$56.77 to \$57.34.
- (7) The 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.
The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$56.77 to \$57.33.
- (8) The 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.
- (9) Shares held by grantor retained annuity trusts for the benefit of the reporting person and his two children, of which the reporting person is trustee and sole annuitant.
- (10) Shares held by grantor retained annuity trusts for the benefit of the reporting person's spouse and their two children, of which the reporting person's spouse is trustee and sole annuitant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.