

Schenkein David P  
Form 4  
May 29, 2018

**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

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(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)  
05/23/2018

☐ 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) | 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                    | 05/23/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 49,374 A \$ 0.3025                                                                            | 49,374                                                   | D                                                     |
| Common stock                    | 05/23/2018                           |                                                    | S <sup>(2)</sup>               |                                                                   | 39,774 D \$ 90.11 <sup>(3)</sup>                                                              | 9,600                                                    | D                                                     |
| Common stock                    | 05/23/2018                           |                                                    | S <sup>(2)</sup>               |                                                                   | 9,301 D \$ 91.6 <sup>(4)</sup>                                                                | 299                                                      | D                                                     |
| Common stock                    | 05/23/2018                           |                                                    | S <sup>(2)</sup>               |                                                                   | 299 D \$ 92.03 <sup>(5)</sup>                                                                 | 0                                                        | D                                                     |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | 271,772                                                  | I                                                     |

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|              |        |   |  |  |  |                  |
|--------------|--------|---|--|--|--|------------------|
| Common stock |        |   |  |  |  | See footnote (6) |
| Common stock | 79,082 | I |  |  |  | See footnote (7) |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock option (right to buy)                | \$ 0.3025                                              | 05/23/2018                           |                                                    | M <sup>(1)</sup>               | 49,374                                                                                  | <sup>(8)</sup> 08/12/2019                                | Common stock                                                  | 49,374                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                 | Other |
| Schenkein David P<br>C/O AGIOS PHARMACEUTICALS, INC.<br>88 SIDNEY STREET<br>CAMBRIDGE, MA 02139 | X             |           | Chief Executive Officer |       |

## Signatures

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

05/29/2018

\_\_\_\_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 \$90.99. 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 \$91.01 to \$91.99. 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 \$92.01 to \$92.04. 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.

(6) Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.

(7) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.

This option was granted on August 13, 2009. The option vested as to 50% of the underlying shares upon the achievement of a

(8) performance milestone, as determined by the issuer's Board of Directors on June 3, 2010, and as to the remaining 50% of the underlying shares in equal monthly installments through June 3, 2013.

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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