

HIGHLAND CAPITAL PARTNERS VI LP  
Form SC 13G/A  
February 14, 2012

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

**SCHEDULE 13G**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**AVEO Pharmaceuticals, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**053588109**

(CUSIP Number)

**December 31, 2011**

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 053588109

13G

- |     |  |   |
|-----|--|---|
| 1.  | Name of Reporting Person   |   |
|     | S.S. or I.R.S. Identification No. of Above Person                    |   |
|     | Highland Capital Partners VI Limited Partnership                     |   |
| 2.  | Check the Appropriate Box if a Member of a Group                     |   |
|     | (a)  | o |
|     | (b)  | x |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization                                 |   |
|     | Delaware   |   |
| 5.  | Sole Voting Power  |   |
|     | See Item 5   |   |
| 6.  | Shared Voting Power  |   |
|     | See Item 5   |   |
| 7.  | Sole Dispositive Power   |   |
|     | See Item 5   |   |
| 8.  | Shared Dispositive Power   |   |
|     | See Item 5   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |   |
|     | See Item 5   |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | o |
| 11. | Percent of Class Represented by Amount in Row (9)                    |   |
|     | See Item 5   |   |
| 12. | Type of Reporting Person   |   |
|     | PN   |   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |   |
|-----|--|---|
| 1.  | Name of Reporting Person   |   |
|     | S.S. or I.R.S. Identification No. of Above Person                    |   |
|     | Highland Capital Partners VI-B Limited Partnership                   |   |
| 2.  | Check the Appropriate Box if a Member of a Group                     |   |
|     | (a)  | o |
|     | (b)  | x |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization                                 |   |
|     | Delaware   |   |
| 5.  | Sole Voting Power  |   |
|     | See Item 5   |   |
| 6.  | Shared Voting Power  |   |
|     | See Item 5   |   |
| 7.  | Sole Dispositive Power   |   |
|     | See Item 5   |   |
| 8.  | Shared Dispositive Power   |   |
|     | See Item 5   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |   |
|     | See Item 5   |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | o |
| 11. | Percent of Class Represented by Amount in Row (9)                    |   |
|     | See Item 5   |   |
| 12. | Type of Reporting Person   |   |
|     | PN   |   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Highland Entrepreneurs Fund VI Limited Partnership                   |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | Delaware   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | PN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |   |
|-----|--|---|
| 1.  | Name of Reporting Person   |   |
|     | S.S. or I.R.S. Identification No. of Above Person                    |   |
|     | HEF VI Limited Partnership   |   |
| 2.  | Check the Appropriate Box if a Member of a Group                     |   |
|     | (a)  | o |
|     | (b)  | x |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization                                 |   |
|     | Delaware   |   |
| 5.  | Sole Voting Power  |   |
|     | See Item 5   |   |
| 6.  | Shared Voting Power  |   |
|     | See Item 5   |   |
| 7.  | Sole Dispositive Power   |   |
|     | See Item 5   |   |
| 8.  | Shared Dispositive Power   |   |
|     | See Item 5   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |   |
|     | See Item 5   |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | o |
| 11. | Percent of Class Represented by Amount in Row (9)                    |   |
|     | See Item 5   |   |
| 12. | Type of Reporting Person   |   |
|     | PN   |   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |   |
|-----|--|---|
| 1.  | Name of Reporting Person   |   |
|     | S.S. or I.R.S. Identification No. of Above Person                    |   |
|     | Highland Management Partners VI Limited Partnership                  |   |
| 2.  | Check the Appropriate Box if a Member of a Group                     |   |
|     | (a)  | o |
|     | (b)  | x |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization                                 |   |
|     | Delaware   |   |
| 5.  | Sole Voting Power  |   |
|     | See Item 5   |   |
| 6.  | Shared Voting Power  |   |
|     | See Item 5   |   |
| 7.  | Sole Dispositive Power   |   |
|     | See Item 5   |   |
| 8.  | Shared Dispositive Power   |   |
|     | See Item 5   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |   |
|     | See Item 5   |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | o |
| 11. | Percent of Class Represented by Amount in Row (9)                    |   |
|     | See Item 5   |   |
| 12. | Type of Reporting Person   |   |
|     | PN   |   |

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Highland Management Partners VI, Inc.                                |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | Delaware   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | CO   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Robert F. Higgins  |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | United States of America   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Paul A. Maeder   |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | United States of America   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
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Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Daniel J. Nova   |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | United States of America   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
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Person With

CUSIP No. 053588109

13G

- |     |  |                       |
|-----|--|-----------------------|
| 1.  | Name of Reporting Person   |                       |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                       |
|     | Sean M. Dalton   |                       |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                       |
|     | (a) <input type="radio"/>  |                       |
|     | (b) <input checked="" type="radio"/>                                 |                       |
| 3.  | SEC Use Only   |                       |
| 4.  | Citizenship or Place of Organization                                 |                       |
|     | United States of America   |                       |
| 5.  | Sole Voting Power  |                       |
|     | See Item 5   |                       |
| 6.  | Shared Voting Power  |                       |
|     | See Item 5   |                       |
| 7.  | Sole Dispositive Power   |                       |
|     | See Item 5   |                       |
| 8.  | Shared Dispositive Power   |                       |
|     | See Item 5   |                       |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                       |
|     | See Item 5   |                       |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                       |
|     | See Item 5   |                       |
| 12. | Type of Reporting Person   |                       |
|     | IN   |                       |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Robert J. Davis  |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | United States of America   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

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- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Fergal J. Mullen   |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | Republic of Ireland  |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Name of Reporting Person   |                                  |
|     | S.S. or I.R.S. Identification No. of Above Person                    |                                  |
|     | Corey M. Mulloy  |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group                     |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization                                 |                                  |
|     | United States of America   |                                  |
| 5.  | Sole Voting Power  |                                  |
|     | See Item 5   |                                  |
| 6.  | Shared Voting Power  |                                  |
|     | See Item 5   |                                  |
| 7.  | Sole Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 8.  | Shared Dispositive Power   |                                  |
|     | See Item 5   |                                  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person         |                                  |
|     | See Item 5   |                                  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/>            |
| 11. | Percent of Class Represented by Amount in Row (9)                    |                                  |
|     | See Item 5   |                                  |
| 12. | Type of Reporting Person   |                                  |
|     | IN   |                                  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 053588109

13G

NOTE: This Statement on Schedule 13G is being filed on behalf of: (i) Highland Capital Partners VI Limited Partnership, a Delaware limited partnership ( Highland Capital VI ); (ii) Highland Capital Partners VI-B Limited Partnership, a Delaware limited partnership ( Highland Capital VI-B ); (iii) Highland Entrepreneurs Fund VI Limited Partnership, a Delaware limited partnership ( Highland Entrepreneurs Fund and together with Highland Capital VI and Highland Capital VI-B, the Highland Investing Entities ); (iv) HEF VI Limited Partnership, a Delaware limited partnership and general partner of Highland Entrepreneurs Fund ( HEF VI ); (v) Highland Management Partners VI Limited Partnership, a Delaware limited partnership and general partner of Highland Capital VI and Highland Capital VI-B ( HMP VI ); (vi) Highland Management Partners VI, Inc., a Delaware corporation ( Highland Management ) and general partner of both HEF VI and HMP VI; (vii) Robert F. Higgins ( Mr. Higgins ), a senior managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; (viii) Paul A. Maeder ( Mr. Maeder ), a senior managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; (ix) Daniel J. Nova ( Mr. Nova ), a senior managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; (x) Sean M. Dalton ( Mr. Dalton ), a managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; (xi) Robert J. Davis ( Mr. Davis ), a managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; (xii) Fergal J. Mullen ( Mr. Mullen ), a managing director of Highland Management and a limited partner of each of HMP VI and HEF VI; and (xiii) Corey M. Mulloy ( Mr. Mulloy and together with Mr. Higgins, Mr. Maeder, Mr. Nova, Mr. Dalton, Mr. Davis and Mr. Mullen, the Managing Directors ), a managing director of Highland Management and a limited partner of each of HMP VI and HEF VI. Highland Management, as the general partner of the general partners of the Highland Investing Entities, may be deemed to have beneficial ownership of the shares held by the Highland Investing Entities. The Managing Directors of Highland Management have shared power over all investment decisions of Highland Management and therefore may be deemed to share beneficial ownership of the shares held by Highland Investing Entities by virtue of their status as controlling persons of Highland Management. Each Managing Director of Highland Management disclaims beneficial ownership of the shares held by the Highland Investing Entities, except to the extent of each such Managing Director's pecuniary interest therein. Each of Highland Management, HMP VI and HEF VI disclaims beneficial ownership of the shares held by the Highland Investing Entities, except to the extent of each such entity's pecuniary interest therein.

CUSIP No. 053588109

13G

- Item 1** (a) Name of Issuer  
AVEO Pharmaceuticals, Inc.
- Item 1** (b) Address of Issuer's Principal Executive Offices  
75 Sidney Street, 4th Floor  
  
Cambridge, MA 02139
- Item 2** (a) Name of Person Filing  
The reporting persons are:
- Highland Capital Partners VI Limited Partnership ( Highland Capital VI );
- Highland Capital Partners VI-B Limited Partnership ( Highland Capital VI-B );
- Highland Entrepreneurs Fund VI Limited Partnership ( Highland Entrepreneurs Fund );
- HEF VI Limited Partnership ( HEF VI );
- Highland Management Partners VI Limited Partnership ( HMP VI );
- Highland Management Partners VI, Inc. ( Highland Management );
- Robert F. Higgins ( Mr. Higgins );
- Paul A. Maeder ( Mr. Maeder );
- Daniel J. Nova ( Mr. Nova );
- Sean M. Dalton ( Mr. Dalton );
- Robert J. Davis ( Mr. Davis );
- Fergal J. Mullen ( Mr. Mullen ); and
- Item 2** (b) Corey M. Mulloy ( Mr. Mulloy ).  
Address of Principal Business Office  
The address of each of the reporting persons is:
- c/o Highland Capital Partners LLC
- One Broadway, 16th Floor
- Cambridge, Massachusetts 02142
- Item 2** (c) Citizenship  
Highland Capital VI  
Highland Capital VI-B  
Highland Entrepreneurs Fund  
HEF VI
- Delaware  
Delaware  
Delaware



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HMP VI	Delaware
Highland Management	Delaware
Mr. Higgins	Delaware
Mr. Maeder	United States of America
Mr. Nova	United States of America
Mr. Dalton	United States of America
Mr. Davis	United States of America
Mr. Mullen	United States of America
Mr. Mulloy	Republic of Ireland
	United States of America

**Item 2** (d) Title of Class of Securities  
Common Stock, \$0.001 par value, of AVEO Pharmaceuticals, Inc.

**Item 2** (e) CUSIP Number  
053588109

**Item 3** **If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_  
Not applicable.

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**Item 4 Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) See Item 5
- (b) Percent of class:
- |                             |            |
|-----------------------------|------------|
| Highland Capital VI         | See Item 5 |
| Highland Capital VI-B       | See Item 5 |
| Highland Entrepreneurs Fund | See Item 5 |
| HEF VI                      | See Item 5 |
| HMP VI                      | See Item 5 |
| Highland Management         | See Item 5 |
| Mr. Higgins                 | See Item 5 |
| Mr. Maeder                  | See Item 5 |
| Mr. Nova                    | See Item 5 |
| Mr. Dalton                  | See Item 5 |
| Mr. Davis                   | See Item 5 |
| Mr. Mullen                  | See Item 5 |
| Mr. Mulloy                  | See Item 5 |
- (c) Number of shares as to which the person has:

Reporting Person	Number of Shares			
	(i)	(ii)	(iii)	(iv)
Highland Capital VI	See Item 5	See Item 5	See Item 5	See Item 5
Highland Capital VI-B	See Item 5	See Item 5	See Item 5	See Item 5
Highland Entrepreneurs Fund	See Item 5	See Item 5	See Item 5	See Item 5
HEF VI	See Item 5	See Item 5	See Item 5	See Item 5
HMP VI	See Item 5	See Item 5	See Item 5	See Item 5
Highland Management	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Higgins	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Maeder	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Nova	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Dalton	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Davis	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Mullen	See Item 5	See Item 5	See Item 5	See Item 5
Mr. Mulloy	See Item 5	See Item 5	See Item 5	See Item 5

- (i) Sole power to vote or to direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8 Identification and Classification of Members of the Group**

Each of the Reporting Persons expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(J).

**Item 9 Notice of Dissolution of Group**

Not applicable.

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**Item 10 Certification**

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2012.

**HIGHLAND CAPITAL PARTNERS VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND CAPITAL PARTNERS VI-B LIMITED PARTNERSHIP**

By: Highland Management Partners VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND ENTREPRENEURS FUND VI LIMITED PARTNERSHIP**

By: HEF VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HEF VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

CUSIP No. 053588109

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**HIGHLAND MANAGEMENT PARTNERS VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND MANAGEMENT PARTNERSHIP VI, INC.**

By: /s/ Robert F. Higgins  
Managing Director

/s/ Robert F. Higgins  
Robert F. Higgins

/s/ Paul A. Maeder  
Paul A. Maeder

/s/ Daniel J. Nova  
Daniel J. Nova

/s/ Sean M. Dalton  
Sean M. Dalton

/s/ Robert J. Davis  
Robert J. Davis

/s/ Fergal J. Mullen  
Fergal J. Mullen

/s/ Corey M. Mulloy  
Corey M. Mulloy

CUSIP No. 053588109

**EXHIBIT I**

**JOINT FILING AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of AVEO Pharmaceuticals, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 14th day of February, 2012.

**HIGHLAND CAPITAL PARTNERS VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND CAPITAL PARTNERS VI-B LIMITED PARTNERSHIP**

By: Highland Management Partners VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND ENTREPRENEURS FUND VI LIMITED PARTNERSHIP**

By: HEF VI Limited Partnership, its general partner

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins

Managing Director

**HEF VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director



CUSIP No. 053588109

**HIGHLAND MANAGEMENT PARTNERS VI LIMITED PARTNERSHIP**

By: Highland Management Partners VI, Inc., its general partner

By: /s/ Robert F. Higgins  
Managing Director

**HIGHLAND MANAGEMENT PARTNERSHIP VI, INC.**

By: /s/ Robert F. Higgins  
Managing Director

/s/ Robert F. Higgins  
Robert F. Higgins

/s/ Paul A. Maeder  
Paul A. Maeder

/s/ Daniel J. Nova  
Daniel J. Nova

/s/ Sean M. Dalton  
Sean M. Dalton

/s/ Robert J. Davis  
Robert J. Davis

/s/ Fergal J. Mullen  
Fergal J. Mullen

/s/ Corey M. Mulloy  
Corey M. Mulloy