

Cole Douglas G.  
Form 3  
March 11, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Cole Douglas G.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/11/2010

3. Issuer Name **and** Ticker or Trading Symbol

AVEO PHARMACEUTICALS INC [AVEO]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

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

C/O AVEO  
PHARMACEUTICALS,  
INC.,Â 75 SIDNEY STREET

(Street)

CAMBRIDGE,Â MAÂ 02139

(City)

(State)

(Zip)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date  
Exercisable

Expiration  
Date

Title

Amount or  
Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <sup>(1)</sup>	06/16/2019	Common Stock	10,000	\$ 8.72	D	Â
Series B Convertible Preferred Stock	07/25/2003	Â <sup>(2)</sup>	Common Stock	43,846	\$ <sup>(2)</sup>	I	Held by AGTC Advisors Fund, L.P. <sup>(3)</sup>
Series D Convertible Preferred Stock	03/26/2007	Â <sup>(4)</sup>	Common Stock	5,713	\$ <sup>(4)</sup>	I	Held by AGTC Advisors Fund, L.P. <sup>(3)</sup>
Series B Convertible Preferred Stock	07/25/2003	Â <sup>(2)</sup>	Common Stock	725,384	\$ <sup>(2)</sup>	I	Held by Applied Genomic Technology Capital Fund, L.P. <sup>(5)</sup>
Series D Convertible Preferred Stock	03/26/2007	Â <sup>(4)</sup>	Common Stock	94,531	\$ <sup>(4)</sup>	I	Held by Applied Genomic Technology Capital Fund, L.P. <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole Douglas G. C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139	Â X	Â	Â	Â

## Signatures

/s/ Douglas G. Cole 03/11/2010

<sup>(1)</sup>Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 option first became exercisable on July 31, 2009 and vests over a one-year period in equal monthly installments.

(2) The Series B Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.

Held by AGTC Advisors Fund, L.P.; NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc.

(3) ("Flagship Inc."). Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by AGTC Advisors Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by AGTC Advisors Fund, L.P.

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- (4) The Series D Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.

Held by Applied Genomic Technology Capital Fund, L.P.; NewcoGen Inc. is the general partner of AGTC Partners, L.P., which is the general partner of Applied Genomic Technology Capital Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Inc.

- (5) Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by Applied Genomic Technology Capital Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by Applied Genomic Technology Capital Fund, L.P.

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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