

AVEO PHARMACEUTICALS INC  
Form 4  
October 04, 2013

**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 \*  
HA NGOC TUAN

2. Issuer Name and Ticker or Trading Symbol  
AVEO PHARMACEUTICALS INC  
[AVEO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

10/02/2013

Chief Executive Officer

(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                    | 09/06/2013                           |  | J                              |   | 118,187   | A<br>(1)   | \$ 0 519,068 (2)                  | D                  |
| Common Stock                    | 09/06/2013                           |  | J                              |   | 118,187   | D<br>(3)   | \$ 0 0                            | I Held by GRAT (4) |
| Common Stock                    | 10/02/2013                           |  | D(5)                           |   | 137,500   | D  | \$ 0 381,568                      | 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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| HA NGOC TUAN<br>C/O AVEO PHARMACEUTICALS, INC.<br>75 SIDNEY STREET<br>CAMBRIDGE, MA 02139 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Joseph D. Vittiglio,  
attorney-in-fact  
Date: 10/04/2013

\*\*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) The increase of shares of directly held common stock was due to a distribution from the Tuan Ha-Ngoc 2009 GRAT to the reporting person on September 6, 2013.
- (2) Includes 3094 shares acquired on June 28, 2013 under the AVEO Pharmaceuticals, Inc. Employee Stock Purchase Plan.
- (3) The decrease of shares of indirectly held common stock was due to a distribution from the Tuan Ha-Ngoc 2009 GRAT to the reporting person on September 6, 2013.
- (4) Shares were held by Gabriel Schmergel, Trustee, or his successor in trust, of the Tuan Ha-Ngoc 2009 GRAT.
- (5) Shares underlying such disposition to the issuer were forfeited by the reporting person pursuant to the terms of two awards of restricted stock granted to the reporting person on January 31, 2012 and January 24, 2013 in connection with the determination of the issuer's Compensation Committee that certain specified strategic performance objectives were not met.

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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