

AVEO PHARMACEUTICALS INC  
 Form 3  
 July 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
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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 Dallas Matthew D (Last) (First) (Middle)  C/O AVEO PHARMACEUTICALS, INC., Â 650 E. KENDALL STREET (Street)  CAMBRIDGE, Â MA Â 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2014	3. Issuer Name and Ticker or Trading Symbol AVEO PHARMACEUTICALS INC [AVEO]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Finance	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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)
Common Stock	19,585	D	Â

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	04/05/2021	Common Stock	3,500	\$ 13.5	D	Â
Stock Option (right to buy)	Â (2)	03/06/2022	Common Stock	1,836	\$ 12.7	D	Â
Stock Option (right to buy)	Â (3)	02/05/2023	Common Stock	11,750	\$ 7.82	D	Â
Stock Option (right to buy)	Â (4)	06/26/2023	Common Stock	15,000	\$ 2.51	D	Â
Stock Option (right to buy)	Â (5)	06/19/2024	Common Stock	30,000	\$ 1.57	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dallas Matthew D C/O AVEO PHARMACEUTICALS, INC. 650 E. KENDALL STREET CAMBRIDGE, MA 02142	Â	Â	Â VP, Finance	Â

## Signatures

/s/ Joseph D. Vittiglio, attorney-in-fact 07/09/2014

\_\_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 vests in equal monthly installments beginning March 14, 2012 through March 14, 2015.
- (2) This option vests in equal monthly installments beginning January 1, 2013 through January 1, 2016.
- (3) This option vests in equal monthly installments beginning January 1, 2014 through January 1, 2017.
- (4) These options vest and become exercisable over a period of two years, with 40% becoming exercisable on July 1, 2014 and the remaining 60% becoming exercisable on July 1, 2015.
- (5) These options vest and become exercisable as to (a) 33% of the total shares on the date upon which the closing price of the Company's common stock is equal to or above \$3.00 or more per share for at least 30 consecutive trading days, if such event occurs prior to December 31, 2016; (ii) 33% of the total shares on the date upon which the closing price of the Company's common stock is equal to or above \$4.50 or more per share for at least 30 consecutive trading days, if such event occurs prior to December 31, 2017; and (iii) 34% of the total shares on the date upon which the closing price of the Company's common stock is equal to or above \$6.50 or more per share for at least 30 consecutive trading days, if such event occurs prior to December 31, 2018.

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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