

AGIOS PHARMACEUTICALS INC

Form 4

April 24, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Celgene European Investment Co
LLC

(Last) (First) (Middle)

86 MORRIS AVENUE,

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AGIOS PHARMACEUTICALS INC
[AGIO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

04/24/2017

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

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

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

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	04/24/2017		P		624,575	A \$ 49.5	1,856,353	I	See footnote <u>(1)</u>
Common Stock							4,010,926	D <u>(2)</u>	

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Celgene European Investment Co LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
Celgene Switzerland LLC AON HOUSE 30 WOODBOURNE AVENUE PEMBROKE, D0 HM 08		X		
Celgene Alpine Investment Co., LLC 86 MORRIS AVENUE SUMMIT, NJ 07901		X		
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

Signatures

/s/Kevin Mello, Manager, Celgene European Investment Company LLC	04/24/2017
_____ **Signature of Reporting Person	Date
/s/ Kevin Mello, Manager, Celgene Switzerland LLC	04/24/2017
_____ **Signature of Reporting Person	Date
/s/ Kevin Mello, Manager, Celgene Alpine Investment Co., LLC	04/24/2017
_____ **Signature of Reporting Person	Date
/s/ Peter N. Kellogg, Executive Vice President & Chief Financial Officer, Celgene Corporation	04/24/2017

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).

Of these shares, 624,575 shares are owned directly by Celgene Switzerland LLC ("Celgene Switzerland"), 708,333 shares are owned directly by Celgene Alpine Investment Co. LLC ("Celgene Alpine"), each a wholly-owned subsidiary of Celgene Corporation

(1) ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all such shares. Celgene and Celgene European Investment Company LLC, a wholly owned subsidiary of Celgene ("CEICO"), disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. The remaining 523,445 shares are owned directly by Celgene. CEICO, Celgene Switzerland and Celgene Alpine disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(2) These shares are owned directly by CEICO, and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene, Celgene Switzerland and Celgene Alpine disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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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