

AGIOS PHARMACEUTICALS INC
Form 3
July 23, 2013

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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â Celgene European Investment Co LLC			07/23/2013		AGIOS PHARMACEUTICALS INC [AGIO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
86 MORRIS AVENUE			(Check all applicable)			6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			___ Director			___ Form filed by One Reporting Person
SUMMIT,Â NJÂ 07901			___ Officer			___ Form filed by More than One Reporting Person
(City)			(give title below)			___ Form filed by More than One Reporting Person
(State)			___ 10% Owner			
(Zip)			___ Other			
			(specify below)			

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)
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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,887,473	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series C-2 Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	2,123,453	\$ <u>(3)</u>	D <u>(2)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Celgene European Investment Co LLC 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â X	Â	Â
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â X	Â	Â

Signatures

/s/Perry A Karsen _____ Perry A Karsen, 07/23/2013
Manager

__Signature of Reporting Person

Date

Perry A Karsen, COO 07/23/2013

__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).

The Series B Convertible Preferred Stock is convertible into Common Stock, without payment of further consideration, on a 1-for-2.75 basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(1) These shares are owned directly by Celgene European Investment Company LLC, a wholly-owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(2) The Series C-2 Convertible Preferred Stock is convertible into Common Stock, without payment of further consideration, on a 1-for-2.75 basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.