

AGIOS PHARMACEUTICALS INC
 Form 4
 June 25, 2014

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 *
 Flagship Ventures Fund 2007, L.P.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE MEMORIAL DRIVE, 7TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/23/2014

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

CAMBRIDGE, MA 02142

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/23/2014 | | J | (A) 1,930,369 (1) | D \$ 0 1,930,369 | D (2) | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Flagship Ventures Fund 2007, L.P. ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| AFEYAN NOUBAR ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| KANIA EDWIN M JR ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship Ventures 2007 General Partner LLC ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |

Signatures

FLAGSHIP VENTURES FUND 2007, L.P., By: Flagship Ventures 2007 General Partner, LLC, its general partner, By: /s/ Noubar B. Afeyan, Ph. D., Name: Noubar B. Afeyan, Ph. D., Title: Manager 06/25/2014

**Signature of Reporting Person Date

FLAGSHIP VENTURES 2007 GENERAL PARTNER LLC, By: /s/ Noubar B. Afeyan, Ph. D., Name: Noubar B. Afeyan, Ph. D., Title: Manager 06/25/2014

**Signature of Reporting Person Date

/s/ Noubar B. Afeyan, Ph. D. 06/25/2014

**Signature of Reporting Person Date

/s/ Edwin M. Kania, Jr. 06/25/2014

__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).

Effective June 23, 2014, Flagship Ventures Fund 2007, L.P. ("Flagship 2007"), the direct holder of the shares reported herein, distributed (1) in-kind, and without consideration, a total of 1,930,369 shares of the Issuer's common stock to Flagship 2007's general and limited partners.

(2) These shares are held by Flagship 2007. Flagship Ventures 2007 General Partner, LLC ("Flagship 2007 LLC") is the sole general partner of Flagship 2007. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship 2007 LLC and, as such, may be deemed to share voting and investment power with respect to all shares held by Flagship 2007. Each of the filing persons disclaims beneficial ownership of these shares except to the extent of his or its 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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