

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**

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

<b>1. Name and Address of Reporting Person *</b> Celgene European Investment Co LLC <hr/> (Last) (First) (Middle) 86 MORRIS AVENUE <hr/> (Street) SUMMIT NJ 07901 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> AGIOS PHARMACEUTICALS INC [AGIO]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 07/29/2013	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

**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	07/29/2013		C		1,887,473	A	(1)	1,887,473	D (2)	
Common Stock	07/29/2013		C		2,123,453	A	(3)	4,010,926	D (2)	
Common Stock	07/29/2013		P		708,333	A	\$ 18	708,333	I	See footnote (4)

**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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	07/29/2013		C			5,190,551	(1)	(1)	Common Stock	1,887,473	\$ 0	0	D (2)	
Series C-2 Convertible Preferred Stock	(3)	07/29/2013		C			5,839,496	(3)	(3)	Common Stock	2,123,453	\$ 0	0	D (4)	

**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)

**1. Name and Address of Reporting Person \***

CELGENE CORP /DE/

(Last) (First) (Middle)

86 MORRIS AVENUE

(Street) SUMMIT NJ 07901

(City) (State) (Zip)

**1. Name and Address of Reporting Person \***

Celgene Alpine Investment Co., LLC

(Last) (First) (Middle)

86 MORRIS AVENUE

(Street) SUMMIT NJ 07901

(City) (State) (Zip)

**Explanation of Responses:**

1. Upon closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted at a ratio of 1-for-2.75 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

2. 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.

3. Upon closing of the Issuer's initial public offering, each share of Series C-2 Convertible Preferred Stock automatically converted at a ratio of 1-for-2.75 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

4. These shares are owned directly by Celgene Alpine Investment Co., LLC, a wholly-owned subsidiary of Celgene, and Celgene has the

power to vote, acquire, hold and dispose of all shares. Celgene European Investment Company LLC and Celgene disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein.

<u>/s/Perry</u> <u>Karsen</u>	<u>07/30/2013</u>
<u>Perry Karsen, Manager</u>	
<u>Perry Karsen, Executive Vice President and</u> <u>Chief Operations Officer</u>	<u>07/30/2013</u>
<u>Robert J Hugin, Director</u>	<u>07/30/2013</u>
** Signature of Reporting Person	Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**