
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 11, 2016

Agios Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36014
(Commission
File Number)

26-0662915
(IRS Employer
Identification No.)

88 Sidney Street, Cambridge, MA
(Address of Principal Executive Offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (617) 649-8600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 16, 2016, Agios Pharmaceuticals, Inc. (the “Company”) issued a press release announcing that Andrew Hirsch will join the Company as chief financial officer, effective September 19, 2016. A copy of the press release is attached hereto as Exhibit 99.1.

Mr. Hirsch has more than 20 years of experience in a range of strategic and operating roles in the biotech sector, most recently having served as president and chief executive officer of BIND Therapeutics, Inc., a biotechnology company, from March 2015 until August 2016. Prior to being named president and chief executive officer at BIND, Mr. Hirsch held several other leadership positions at the company, including chief operating officer from February 2014 to March 2015, and chief financial officer from July 2012 to March 2015. Prior to joining BIND, Mr. Hirsch was chief financial officer at Avila Therapeutics, Inc., a biotechnology company, from June 2011 until its acquisition by Celgene Corporation. From 2002 to 2011 Mr. Hirsch held roles of increasing responsibility at Biogen Idec, a biotechnology company, including vice president of Corporate Strategy and M&A and program executive for the Tecfidera development team. He holds a Masters of Business Administration from the Tuck School at Dartmouth College and a Bachelor of Arts in Economics from the University of Pennsylvania.

In connection with his appointment, the Company entered into an employee offer letter agreement with Mr. Hirsch, effective August 11, 2016 (the “Offer Letter”), providing for the terms of his employment, including (i) an annual base salary of \$440,000; (ii) an annual target bonus equal to 40% of his base salary, which bonus will not be pro-rated for 2016; (iii) a one-time grant of an option to purchase 125,000 shares of the Company’s common stock, exercisable at a price per share equal to the closing price of the Company’s common stock on the Nasdaq Global Select Market on the date of grant, which shall vest as to 25% of the underlying shares on September 19, 2017 and as to the remaining shares on a monthly basis thereafter; (iv) a one-time grant of 15,000 performance share units, each unit representing a contingent right to receive one share of the Company’s common stock upon the achievement of a specified performance milestone; and (v) severance benefits in accordance with the Company’s Severance Benefits Plan. The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by the full text of the Offer Letter, a copy of which is attached hereto as Exhibit 99.2.

On August 15, 2016, Glenn Goddard notified the Company of his intention to resign as Senior Vice President, Finance, principal financial officer and principal accounting officer of the Company, effective September 30, 2016, in order to pursue other opportunities.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are included in this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Agios Pharmaceuticals, Inc. on August 16, 2016.
99.2	Employment offer letter agreement between Agios Pharmaceuticals, Inc. and Andrew Hirsch, effective August 11, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGIOS PHARMACEUTICALS, INC.

Date: August 16, 2016

By: /s/ David P. Schenkein

David P. Schenkein, M.D.
Chief Executive Officer

EXHIBIT INDEX

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Agios Appoints Andrew Hirsch as Chief Financial Officer

CAMBRIDGE, MA., August 16, 2016 — Agios Pharmaceuticals, Inc. (NASDAQ: AGIO), a leader in the fields of cancer metabolism and rare genetic metabolic disorders, today announced that Andrew Hirsch is joining the company as chief financial officer, effective September 19, 2016. Mr. Hirsch has more than 20 years of experience in a range of strategic and operating roles in the biotechnology sector, most recently having served as president and chief executive officer of BIND Therapeutics.

“I am thrilled to welcome Andrew to the Agios team at this pivotal time as we advance programs across our IDH and PKR portfolios and get closer to making our first medicines available to patients,” said David Schenkein, M.D., chief executive officer at Agios. “Andrew’s leadership experience and work across a wide range of areas of the business will be instrumental as we build for the future and work to achieve our vision of building a sustainable multi-product biopharmaceutical company.”

Prior to being named president and chief executive officer at BIND, Mr. Hirsch held several other leadership positions at the company, including chief operating officer and chief financial officer. Prior to joining BIND, he was chief financial officer at Avila Therapeutics until its acquisition by Celgene and held roles of increasing responsibility during his nearly 10-year tenure at Biogen, including vice president of Corporate Strategy and M&A and program executive for the Tecfidera development team. He holds a Masters of Business Administration from the Tuck School at Dartmouth College and a Bachelor of Arts in Economics from the University of Pennsylvania.

“I look forward to joining Agios at this exciting time and helping the team deliver on its vision for the future,” said Andrew Hirsch. “It’s rare to see the research and development productivity that Agios has delivered in such a short period of time and I am excited about the potential to advance those scientific breakthroughs to benefit patients.”

Glenn Goddard, senior vice president of finance, will be leaving the company at the end of September to pursue other opportunities. He will work closely with Andrew to ensure an orderly transition of finance activities.

“I want to sincerely thank Glenn for his many contributions as a key member of the Agios leadership team,” said David Schenkein, M.D., chief executive officer at Agios. “Glenn has helped lead the company from an early phase research organization through our initial public offering to now building late-stage development and commercial capabilities. His work has been essential to positioning us for future success and growth across the business.”

About Agios

Agios is focused on discovering and developing novel investigational medicines to treat cancer and rare genetic metabolic disorders through scientific leadership in the field of cellular metabolism. In addition to an active research and discovery pipeline across both therapeutic areas, Agios has multiple first-in-class investigational medicines in clinical and/or preclinical development. All Agios programs focus on genetically identified patient populations, leveraging our knowledge of metabolism, biology and genomics. For more information, please visit the company’s website at www.agios.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those regarding the expected benefits of Mr. Hirsch's employment and Agios' strategic plans and focus. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "would," "could," "potential," "possible," "hope" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from Agios' current expectations and beliefs. For example, there can be no guarantee that any product candidate Agios is developing will successfully commence or complete necessary preclinical and clinical development phases, or that development of any of Agios' product candidates will successfully continue. There can be no guarantee that any positive developments in Agios' business will result in stock price appreciation. Management's expectations and, therefore, any forward-looking statements in this press release could also be affected by risks and uncertainties relating to a number of other important factors, including: Agios' results of clinical trials and preclinical studies, including subsequent analysis of existing data and new data received from ongoing and future studies; the content and timing of decisions made by the U.S. FDA and other regulatory authorities, investigational review boards at clinical trial sites and publication review bodies; Agios' ability to obtain and maintain requisite regulatory approvals and to enroll patients in its planned clinical trials; unplanned cash requirements and expenditures; competitive factors; Agios' ability to obtain, maintain and enforce patent and other intellectual property protection for any product candidates it is developing; Agios' ability to maintain key collaborations, such as its agreements with Celgene; and general economic and market conditions. These and other risks are described in greater detail under the caption "Risk Factors" included in Agios' Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, and other filings that Agios may make with the Securities and Exchange Commission in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and Agios expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Investor & Media Contacts:

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August 9, 2016

Andrew Hirsch

Dear Andrew,

I am pleased to extend to you an offer for the position of Chief Financial Officer at Agios Pharmaceuticals, Inc. (the "Company"), reporting to me. You will receive a semi-monthly salary of \$18,333.34 which is equivalent to \$440,000.16 annually.

The effective date of your full-time employment with the Company shall be Monday, September 19, 2016.

You will be eligible for our Bonus Program. If the Company meets or exceeds its annual goals, a pool will be established for employees, which will be subject to approval by the Board of Directors. This pool will be allocated according to level and your individual performance. You must be employed by Agios at the time of payment in order to receive your bonus. Your target bonus is 40% of your base compensation. Your bonus payment for achievements in 2016 under our Bonus Program and your base pay merit increase will not be pro-rated based on the length of your active employment with the Company in 2016.

You will be granted a stock option to purchase 125,000 shares of the Company's common stock, subject to approval by our Board of Directors or its designated representative. The stock option exercise price will be the closing price of AGIO stock on the date of grant and will be subject to the standard terms and conditions of the Agios Stock Option Plan. This option will become exercisable ("vest") as follows: 25% of the Shares shall vest and become exercisable on the first anniversary of the Vesting Commencement Date and the remaining shares will vest and become exercisable monthly thereafter until the fourth anniversary of the Vesting Commencement Date. For purposes of this Agreement, "Vesting Commencement Date" shall refer to your first day of employment with Agios. A copy of the plan will be provided to you along with a Stock Option Agreement after the option grant has been approved.

You will also be granted at the same time 15,000 Performance Share Units (PSUs), subject to approval by our Board of Directors or their designated representative. Your PSUs will vest 100% on the sixth (6) month date following the written notice by the U.S. FDA of its first NDA approval of a new drug application for the first Company-sponsored investigational drug (the "NDA Approval"), provided that the NDA Approval occurs prior to December 31, 2020. Each performance share unit represents a contingent right to receive one share of the Company's common stock upon achievement of applicable performance milestone.

You will be eligible to participate in all of the Company's benefits plans, which include Medical and Dental Insurance Programs, Flexible Spending Program for medical and daycare expenses, Life Insurance, AD&D, and Short and Long Term Disability Plans, and 401(k). The Company currently pays for 90% of the cost of the HMO medical plan and 85% of the PPO

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www.agios.com



plan. It currently pays for 90% of the cost of the dental plan and the full cost of Life and AD&D insurance as well as Short and Long Term Disability plans. You will accrue three (3) weeks paid vacation each year in accordance with the Company's vacation policy. The Company also provides employees with 11 paid holidays annually in accordance with the Company holiday schedule.

You are also eligible to receive severance benefits under our Severance Benefits Plan, effective April 22, 2016 (the "Severance Benefits Plan") for a Covered Termination as defined in the Severance Benefits Plan.

This Offer Letter is not intended to create or constitute an employment agreement or contract between you and the Company. It is also important for you to understand that Massachusetts is an "at will" employment state. This means that you will have the right to terminate your employment relationship with the Company at any time for any reason. Similarly, the Company will have the right to terminate its employment relationship with you at any time for any reason, except as prohibited by law.

In the initial recruitment process you were advised that your acceptance of this position is with the understanding that the offer of employment is contingent upon successful completion of a background investigation. We will contact you as soon as the background check process has been completed. At that time, assuming successful completion of this process, we can determine the date when your employment will begin.

The offer of employment is also contingent upon your signing the Company's standard Forms of Agreement Regarding Inventions, Confidentiality and Non-Competition (Copy attached) and I-9 Employment Verification Form. You will be required to submit documentation that establishes identity and employment eligibility in accordance with the US Immigration and Naturalization requirements. If there are any other agreements of any type that you are aware of which may impact or limit your ability to perform your job at the Company, please let us know as soon as possible.

I am very excited about having you join our team and I anticipate that you will make many important contributions to our Company and strategic mission. Please acknowledge your acceptance of this offer by returning a signed copy of this letter.

Best regards,

/s/ David Schenkein

David Schenkein, M.D.
Chief Executive Officer
AgiOS Pharmaceuticals, Inc.

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I accept this contingent offer of employment with Agios Pharmaceuticals Inc., subject to successful completion of my background investigation.

Signature:

/s/ Andrew Hirsch

August 11, 2016

Date

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