SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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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 or Section 30(h) of the Investment Company Act of 1940

Burns James William	AGIOS PHARMACEUTICALS, INC. [AGIO]	(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)
(Last) (First) (Middle) 88 SIDNEY STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2022	Chief Legal Officer
(Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common stock	02/14/2022		М		1,738	Α	\$0 ⁽¹⁾	11,189	D	
Common stock	02/14/2022		М		5,250	Α	\$0 ⁽¹⁾	16,439	D	
Common stock	02/14/2022		F		2,155	D	\$30.5	14,284	D	

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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (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: 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				
Restricted stock units	(1)	02/14/2022		м			1,738	(2)	(2)	Common stock	1,738	\$ <mark>0</mark>	1,738	D	
Restricted stock units	(1)	02/14/2022		м			5,250	(3)	(3)	Common stock	5,250	\$ <mark>0</mark>	0	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

2. The restricted stock units were granted on February 14, 2020. Beginning on February 14, 2021, the shares underlying the restricted stock units will vest in three equal annual installments.

3. The restricted stock units were granted on February 14, 2020. The shares underlying the restricted stock units will vest in full on February 14, 2022.

Remarks:

/s/ William Cook, as Attorney in Fact for James Burns 02/10

02/16/2022

** 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.

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