

**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): April 17, 2023**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per share	AGIO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Departure of Director*

On April 17, 2023, Paul Clancy notified Agios Pharmaceuticals, Inc. (the “Company”) of his decision not to stand for re-election to the Board of Directors (the “Board”) of the Company when his current term expires at the Company’s 2023 Annual Meeting of Stockholders. Upon the expiration of his term as a director, Mr. Clancy will also cease serving as the chair of the Audit Committee of the Board (the “Audit Committee”) and as a member of the Compensation & People Committee of the Board.

*Election of New Director*

On April 18, 2023, the Board of the Company, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “Corporate Governance Committee”), elected Jeff Capello as a director, effective as of the date of the Corporation’s 2023 Annual Meeting of Stockholders (the “Effective Date”). Mr. Capello has been designated as a class II director to serve in accordance with the Company’s Third Amended and Restated By-Laws until the Company’s 2024 Annual Meeting of Stockholders and thereafter until his successor has been duly elected and qualified or until his earlier death, removal or resignation. The Board, upon the recommendation of the Corporate Governance Committee, appointed Mr. Capello to serve as the chair of the Audit Committee, effective as of the Effective Date.

There are currently no arrangements or understandings between Mr. Capello and any other person pursuant to which Mr. Capello was selected as a director. There are currently no transactions in which Mr. Capello has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In accordance with the Company’s non-employee director compensation policy (the “Policy”), Mr. Capello will receive (i) annual cash compensation of (a) \$50,000 (\$12,500 per quarter) for his service as a director and (b) \$20,000 (\$5,000 per quarter) for his service as the chair of the Audit Committee and (ii) reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board and committees thereof. In addition, in accordance with the Policy, the Board will grant Mr. Capello, effective on the Effective Date, (i) a nonstatutory stock option to purchase the number of shares of the Company’s common stock that has a Black-Scholes value as of the date of grant equal to \$472,500, which will be based on the closing price of the Company’s common stock on the Nasdaq Global Select Market on the Effective Date and (ii) restricted stock units for a number of shares of the Company’s common stock equal to \$157,500 divided by the closing price of the Company’s common stock on the Nasdaq Global Select Market on the Effective Date. The stock options will have an exercise price equal to the closing price of the Company’s common stock on the Nasdaq Global Select Market on the Effective Date, and will vest as to 25% of the underlying shares on the first anniversary of the Effective Date, with remainder vesting in equal increments over 36 additional months. The restricted stock units vest as to one-third of the underlying shares on each of the first, second and third anniversaries of the Effective Date.

In connection with his election to the Board, Mr. Capello will enter into an indemnification agreement (the “Indemnification Agreement”) with the Company. The Indemnification Agreement is substantially identical to the form of indemnification agreement that the Company has entered into with its other directors and provides that the Company will indemnify Mr. Capello for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of the Company’s directors.

The foregoing description of the Indemnification Agreement is qualified in its entirety by the full text of the form of indemnification agreement by and between the Company and each of its officers and directors, which is incorporated herein by reference to Exhibit 10.12 to the Company’s Registration Statement on Form S-1 (File No. 333-189216), filed with the Securities and Exchange Commission on July 11, 2013.

**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: April 19, 2023

By: /s/ Brian Goff

Brian Goff

Chief Executive Officer