

AGIOS PHARMACEUTICALS INC
 Form 4
 June 19, 2015

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 *
NELSEN ROBERT

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)
C/O ARCH VENTURE PARTNERS, 8725 WEST HIGGINS ROAD, SUITE 290

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2015

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

(Street)
CHICAGO, IL 60631

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/17/2015		J ⁽¹⁾		386,074	D	\$ 0 2,016,442	I	By ARCH Venture Fund VII, L.P. ⁽²⁾
Common Stock	06/17/2015		J ⁽¹⁾⁽³⁾		19,622	A	\$ 0 28,044	D	
Common Stock	06/18/2015		J ⁽¹⁾		386,074	D	\$ 0 1,630,368	I	By ARCH Venture Fund VII, L.P. ⁽²⁾

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deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by ARCH Fund VII. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of such securities for Section 16 or any other purpose.

(3) Change from indirect to direct ownership of shares previously reported as beneficially owned by the reporting person.

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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