

Needle Michael N
Form 4
August 21, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Needle Michael N

2. Issuer Name **and** Ticker or Trading
Symbol
AVEO PHARMACEUTICALS INC
[AVEO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AVEO PHARMACEUTICALS,
INC., ONE BROADWAY, 14TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Medical Officer

(Street)
CAMBRIDGE, MA 02142

4. If Amendment, Date 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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/17/2017		J ⁽¹⁾		25,907	D	\$ 0
					25,906		D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**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. 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 Underlying Securities (Instr. 3 and 4)	8. Amount of Securities Transacted (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrants (right to buy)	\$ 1	08/17/2017		J ⁽¹⁾	25,907	⁽²⁾	05/17/2021	Common Stock 25
Stock Option (right-to-buy)	\$ 1.07	08/17/2017		J ⁽³⁾	205,729	⁽⁴⁾	02/03/2025	Common Stock 205
Stock Option (right to buy)	\$ 1.08	08/17/2017		J ⁽⁵⁾	67,889	⁽⁶⁾	01/07/2026	Common Stock 67

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Needle Michael N C/O AVEO PHARMACEUTICALS, INC. ONE BROADWAY, 14TH FLOOR CAMBRIDGE, MA 02142	Chief Medical Officer

Signatures

/s/ Michael N.
Needle 08/21/2017

 Signature of
Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On August 17, 2017, Michael Needle entered into a marital settlement agreement with his wife pursuant to which he agreed to transfer to his wife 50% of his common stock and warrants.
- (2) The warrants are immediately exercisable.
- (3) Under the marital settlement agreement, Dr. Needle is deemed to hold 205,729 of these options for the benefit of his wife, who is entitled to the shares issued upon exercise of such options by Dr. Needle. Dr. Needle's wife may be deemed an indirect beneficial owner of these options.
- (4) This option vested as to 25% of the shares on January 9, 2016 and vests in thirty-six equal monthly installments thereafter as to the remaining shares through January 9, 2019, subject to Dr. Needle's continued service to the Company.
- (5) Under the marital settlement agreement, Dr. Needle is deemed to hold 67,889 of these options for the benefit of his wife, who is entitled to the shares issued upon exercise of such options by Dr. Needle. Dr. Needle's wife may be deemed an indirect beneficial owner of these options.

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- (6) The shares underlying this option vest in equal monthly installments from January 7, 2016, through January 7, 2020, subject to Dr. Needle's continued service to the Company.

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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