

AGIOS PHARMACEUTICALS INC  
Form 8-K  
January 09, 2017

**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): January 9, 2017**

**Agios Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**88 Sidney Street, Cambridge, MA**

**001-36014**  
**(Commission**

**File Number)**

**26-0662915**  
**(IRS Employer**

**Identification No.)**

**02139**

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(Address of Principal Executive Offices)

(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))

## **Item 2.02 Results of Operations and Financial Condition.**

Although it has not finalized its full financial results for the fourth quarter and fiscal year ended December 31, 2016, Agios Pharmaceuticals, Inc. (the Company) announced on January 9, 2017, that it expects to report that it had approximately \$574 million of cash, cash equivalents and marketable securities as of December 31, 2016.

The information contained in Item 2.02 of this Form 8-K is unaudited and preliminary, and does not present all information necessary for an understanding of the Company's financial condition as of December 31, 2016 and its results of operations for the three months and year ended December 31, 2016. The audit of the Company's consolidated financial statements for the year ended December 31, 2016 is ongoing and could result in changes to the information set forth above.

The information in this Item 2.02 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

## **Item 7.01 Regulation FD Disclosure.**

On January 9, 2017, the Company intends to make a slide presentation at the 35th Annual J.P. Morgan Healthcare Conference. A form of the slide presentation is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information responsive to Item 7.01 of this Form 8-K, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

## **Item 8.01 Other Events.**

On January 9, 2017, the Company issued a press release outlining its 2017 milestones for its development programs and research pipeline, which will be discussed at the Company's presentation at the 35th Annual J.P. Morgan Healthcare Conference on January 9, 2017. The full text of the press release issued in connection with this announcement is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

## ***Forward Looking Statements***

This Current Report on Form 8-K and the exhibits attached hereto contain forward-looking statements of the Company that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Current Report on Form 8-K and the exhibits attached hereto, are forward-looking statements. The words anticipate, believe, estimate, expect, intend, may, plan, predict, project, target, potential, should, continue, contemplate, or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among others, statements about: the Company's estimates regarding its balance of cash, cash equivalents and marketable securities for the year ended December 31, 2016 and other expectations regarding its business, plans, prospects and strategies. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that the Company makes due to a number of important factors, including those Risk Factors discussed in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, and other filings that the Company may make with the Securities and Exchange Commission in the future. Any forward-looking statements contained in this Current Report on Form 8-K speak only as of the date hereof, and the Company 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.

**Item 9.01 Financial Statements and Exhibits.**

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

Exhibit No.	Description
99.1	Form of Presentation as of January 9, 2017.
99.2	Press release issued by Agios Pharmaceuticals, Inc. on January 9, 2017.

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: January 9, 2017

By: /s/ David P. Schenkein  
David P. Schenkein, M.D.

President and Chief Executive Officer

**EXHIBIT INDEX**

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