

AGIOS PHARMACEUTICALS INC  
Form 8-K  
April 19, 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): April 18, 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**

(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))

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 1.01. Entry into a Material Definitive Agreement.**

***Public Offering***

On April 18, 2017, Agios Pharmaceuticals, Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with J.P. Morgan Securities LLC and Goldman, Sachs & Co. acting as representatives of the several underwriters named therein (collectively, the *Underwriters*), relating to an underwritten public offering of 5,050,505 shares (the *Underwritten Shares*) of the *Company*'s common stock, par value \$0.001 per share (the *Common Stock*). All of the *Underwritten Shares* are being sold by the *Company*. The offering price of the *Underwritten Shares* to the public is \$49.50 per share, and the *Underwriters* have agreed to purchase the *Underwritten Shares* from the *Company* pursuant to the *Underwriting Agreement* at a price of \$46.53 per share. After underwriting discounts and commissions and estimated offering expenses, the *Company* expects to receive net proceeds from the offering of approximately \$235 million. Under the terms of the *Underwriting Agreement*, the *Company* has granted the *Underwriters* an option, exercisable for 30 days, to purchase up to an additional 757,575 shares of *Common Stock* (the *Option Shares*) and together with the *Underwritten Shares*, the *Shares*) at the public offering price less the underwriting discounts and commissions.

The *Underwritten Shares* and any *Option Shares* will be issued pursuant to an automatically effective shelf registration statement on Form S-3 that the *Company* filed with the Securities and Exchange Commission (the *SEC*) on December 9, 2014 (File No. 333-200822). A prospectus supplement relating to the offering has been filed with the *SEC*. The closing of the offering is expected to take place on April 24, 2017, subject to customary closing conditions.

A copy of the *Underwriting Agreement* is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the *Underwriting Agreement* does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the *Shares* is attached as Exhibit 5.1 hereto.

**Item 8.01. Other Events.**

The full text of the press release announcing the pricing of the underwritten public offering on April 18, 2017 is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See the Exhibit Index which immediately follows the signatures hereto, which Exhibit Index is incorporated herein by reference.

**SIGNATURE**

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, 2017

By: /s/ David P. Schenkein  
David P. Schenkein, M.D.  
Chief Executive Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 1.1                    | Underwriting Agreement, dated April 18, 2017, by and among Agios Pharmaceuticals, Inc., J.P. Morgan Securities LLC and Goldman Sachs & Co. |
| 5.1                    | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP   |
| 23.1                   | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)   |
| 99.1                   | Press release issued April 18, 2017  |