

AGIOS PHARMACEUTICALS INC
Form SC 13D/A
April 24, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Agios Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

00847X104

(CUSIP Number)

Mark J. Alles

Chief Executive Officer

Celgene Corporation

86 Morris Avenue

Summit, New Jersey 07901

(908) 673-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 24, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00847X104

Name of reporting person:

1

CELGENE SWITZERLAND LLC

Check the appropriate box if a member of a group*

2 (a) (b)

SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

Delaware, U.S.A.

Number of Sole voting power

shares 7

beneficially -0-
Shared voting power

owned by 8

each 624,575

reporting 9 Sole dispositive power

person

with -0-
10 Shared dispositive power

624,575
Aggregate amount beneficially owned by each reporting person

11

624,575
Check box if the aggregate amount in Row (11) excludes certain shares* ..

12

Percent of class represented by amount in Row (11)

13

1.3%⁽¹⁾
Type of reporting person*

14

OO

The percentage ownership is based upon 47,270,949 shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by (1) Agios in its prospectus filed with the Securities and Exchange Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

SCHEDULE 13D

CUSIP No. 00847X104

Name of reporting person:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITY ONLY)

CELGENE EUROPEAN INVESTMENT COMPANY LLC

90-0587060

Check the appropriate box if a member of a group*

2 (a) (b)

SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

Delaware, U.S.A.

Number of Sole voting power

shares 7

beneficially -0-
owned by Shared voting power

each 8

4,010,926

reporting Sole dispositive power
person 9
with -0-
 10 Shared dispositive power

4,010,926

Aggregate amount beneficially owned by each reporting person

11

4,010,926

Check box if the aggregate amount in Row (11) excludes certain shares*

12

Percent of class represented by amount in Row (11)

13

8.5%⁽¹⁾

Type of reporting person*

14

OO (limited liability company)

The percentage ownership is based upon 47,270,949 shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by (1) Agios in its prospectus filed with the Securities and Exchange Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

SCHEDULE 13D

CUSIP No. 005847X104

Name of reporting person:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITY ONLY)

CELGENE ALPINE INVESTMENT CO., LLC

45-4054818

Check the appropriate box if a member of a group*

2 (a) (b)

SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

Delaware, U.S.A.

Number of Sole voting power

shares 7

beneficially -0-
Shared voting power

owned by 8

each 708,333

reporting person with
Sole dispositive power
9
-0-
10 Shared dispositive power

708,333

Aggregate amount beneficially owned by each reporting person

11

708,333

Check box if the aggregate amount in Row (11) excludes certain shares*

12

Percent of class represented by amount in Row (11)

13

1.5%⁽¹⁾

Type of reporting person*

14

OO (limited liability company)

The percentage ownership is based upon 47,270,949 shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by (1) Agios in its prospectus filed with the Securities and Exchange Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

SCHEDULE 13D

CUSIP No. 00847X104

Name of reporting person:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITY ONLY)

CELGENE CORPORATION

22-2711928

Check the appropriate box if a member of a group*

2 (a) (b)

SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

Delaware, U.S.A.

Number of Sole voting power

shares 7

beneficially 523,445

Shared voting power

owned by

8

each

5,343,834

reporting Sole dispositive power
person 9
with 523,445
 10 Shared dispositive power

5,343,834

Aggregate amount beneficially owned by each reporting person

11

5,867,279

Check box if the aggregate amount in Row (11) excludes certain shares*

12

Percent of class represented by amount in Row (11)

13

12.4%⁽¹⁾

Type of reporting person*

14

CO

The percentage ownership is based upon 47,270,949 shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by (1) Agios in its prospectus filed with the Securities and Exchange Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

This Amendment No. 3 amends the Schedule 13D (the “**Schedule 13D**”) filed with the Securities and Exchange Commission (the “**Commission**”) on August 6, 2013 by Celgene European Investment Company LLC, Celgene Alpine Investment Co., LLC (“**Celgene Alpine**”) and Celgene Corporation (“**Celgene**”), as amended by Amendment No. 1 thereto filed with the Commission on April 30, 2014, and as amended by Amendment No. 2 thereto filed with the Commission on December 17, 2014, with respect to common stock, par value \$0.0001 per share (“**Common Stock**”), of Agios Pharmaceuticals, Inc., a Delaware corporation (“**Agios**”). Capitalized terms used, but not defined herein, have the meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

No modification.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented by adding the Schedule A hereto. During the past five years, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the persons listed on Schedule A hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

No modification.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following:

On April 24, 2017, Agios completed its underwritten public offering (the “**Offering**”) of 5,050,505 shares of Common Stock at a public offering price of \$49.50 per share, and Celgene Switzerland LLC (“**Celgene Switzerland**”), a wholly-owned subsidiary of Celgene, purchased (the “**Purchase**”) 624,575 shares of Common Stock at a purchase price of \$49.50 per share in the Offering for investment purposes. Following the Offering and the Purchase, Celgene

Switzerland beneficially owns 624,575 shares of Common Stock and Celgene shares beneficial ownership of an aggregate of 5,867,279 shares of Common Stock, collectively representing approximately 12.4% of the shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by Agios in its prospectus filed with the Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and restated as follows:

On April 24, 2017, Agios completed the Offering and Celgene Switzerland completed the Purchase. Following the Offering and the Purchase, Celgene Switzerland beneficially owns 624,575 shares of Common Stock and Celgene shares beneficial ownership of an aggregate of 5,867,279 shares of Common Stock, collectively representing approximately 12.4% of the shares of Common Stock outstanding as of April 24, 2017, which includes (a) 42,220,444 shares of Common Stock outstanding as of December 31, 2016, as reported by Agios in its prospectus filed with the Commission on April 19, 2017, and (b) 5,050,505 shares of Common Stock issued by Agios in the Offering.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No modification.

Item 7. Material to Be Filed as Exhibits.

No modification.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

CELGENE SWITZERLAND
LLC

Date: April 24, 2017 By: /s/ Kevin Mello
Kevin Mello
Manager

CELGENE EUROPEAN
INVESTMENT
COMPANY LLC

Date: April 24, 2017 By: /s/ Kevin Mello
Kevin Mello
Manager

CELGENE ALPINE
INVESTMENT CO., LLC

Date: April 24, 2017 By: /s/ Kevin Mello
Kevin Mello
Manager

CELGENE CORPORATION

Date: April 24, 2017 By: /s/ Peter N. Kellogg
Peter N. Kellogg
Executive Vice President and
Chief Financial Officer

SCHEDULE A

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of the Reporting Persons

The name, business address and present principal occupation or employment of each of the directors and executive officers of the Reporting Persons are set forth below. The business address of each director and executive officer is c/o 86 Morris Avenue, Summit, New Jersey 07901. Unless otherwise indicated, each director and executive officer is a citizen of the United States.

CELGENE CORPORATION — BOARD OF DIRECTORS

| Name and Position | Present Principal Occupation or Employment |
|--|--|
| <p>Robert J. Hugin Executive Chairman</p> | <p>Executive Chairman of Celgene Corporation</p> |
| <p>Mark J. Alles Chief Executive Officer</p> | <p>Chief Executive Officer of Celgene Corporation</p> |
| <p>Jacquelyn A. Fouse, Ph.D. Strategic Advisor to the Executive Committee</p> | <p>Strategic Advisor to the Executive Committee of Celgene Corporation; Director of Dick's Sporting Goods</p> |
| <p>Richard W. Barker, D.Phil. Director (Citizen of the United Kingdom)</p> | <p>Director of the Centre for Accelerating Medical Innovations; Chairman of the Health Innovation Network of South London, UK; Chairman of International Health Partners; Chairman of Image Analysis Group</p> |
| <p>Michael W. Bonney Director</p> | <p>Formerly Chief Executive Officer and a director of Cubist Pharmaceuticals Inc.; Chairman of the Board of Alnylam Pharmaceuticals, Inc.; member of the Board of Directors of Global Blood Therapeutics, Inc.; Trustee of the Tekla complex of life sciences and dedicated funds; Board of Trustee Chair of Bates College</p> |

| | |
|--|--|
| Michael D. Casey Director | Formerly Chairman, President, Chief Executive Officer and a director of Matrix Pharmaceutical, Inc.; Director of Abaxis, Inc. |
| Carrie S. Cox Director | Chairman of the Board of Directors and Chief Executive Officer of Humacyte, Inc.; member of Board of Directors of Texas Instruments; member of Board of Directors of Cardinal Health, Inc. |
| Michael A. Friedman, M.D. Director | Emeritus Chief Executive Officer of City of Hope; member of Board of Directors of MannKind Corporation; member of Board of Directors of Smith & Nephew plc; member of the Board of Directors of Intuitive Surgical, Inc.; member of Board of Trustees of Tulane University |
| Julia A. Haller, M.D. Director | Ophthalmologist-in-Chief of the Wills Eye Hospital, Philadelphia, PA; Professor and Chair of the Department of Ophthalmology at Jefferson Medical College of Thomas Jefferson University and Thomas Jefferson University Hospitals |
| Gilla Kaplan, Ph.D. Director | Director of the Global Health Program, Tuberculosis, at the Bill and Melinda Gates Foundation |
| James J. Loughlin Director | Formerly National Director of the Pharmaceuticals Practice at KPMG LLP; member of Board of Directors of each of Edge Therapeutics, Inc. |
| Ernest Mario, Ph.D. Director | Chairman of the Board of each of Capnia, Inc. and Chimerix Inc.; member of the Board of Directors of Tonix Pharmaceutical Holding Corp. |

CELGENE CORPORATION — EXECUTIVE OFFICERS

| Name | Title |
|----------------------------------|---|
| Robert J. Hugin | Executive Chairman |
| Mark J. Alles | Chief Executive Officer |
| Jacquelyn A. Fouse, Ph.D. | Strategic Advisor to the Executive Committee |
| Peter N. Kellogg | Executive Vice President and Chief Financial Officer |
| Gerald Masoudi | Executive Vice President, General Counsel and Corporate Secretary |
| Michael Pehl | President, Hematology & Oncology |
| Scott A. Smith | President and Chief Operating Officer |
| Rupert Vessey | President, Research and Early Development |

CELGENE SWITZERLAND LLC

| Name | Present Principal Occupation or Employment |
|--------------------|---|
| Kevin Mello | Manager of Celgene Switzerland LLC |

CELGENE EUROPEAN INVESTMENT COMPANY LLC

| Name | Present Principal Occupation or Employment |
|--------------------|--|
| Kevin Mello | Manager of Celgene European Investment Company LLC |

CELGENE ALPINE INVESTMENT CO., LLC

Name Present Principal Occupation or Employment

Kevin Mello Manager of Celgene Alpine Investment Co., LLC