

AGIOS PHARMACEUTICALS INC  
Form 8-K  
January 12, 2015

**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 12, 2015**

**Agios Pharmaceuticals, Inc.**

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

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36014**  
**(Commission**  
  
**File Number)**

**26-0662915**  
**(IRS Employer**  
  
**Identification No.)**

**38 Sidney Street, 2<sup>nd</sup> Floor, Cambridge, MA**  
**(Address of Principal Executive Offices)**

**02139**  
**(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 8.01. Other Events**

On January 12, 2015, Agios Pharmaceuticals, Inc. (the Company ) announced that its partner Celgene Corporation ( Celgene ) has agreed that it will exercise its option to obtain an exclusive license outside the United States to AG-120, a first-in-class, oral, potent inhibitor of the mutant IDH1 protein under the terms of the 2010 global strategic collaboration between the parties. Celgene s exercise of the option is subject to receipt of any required regulatory approvals, including any applicable clearance under the Hart-Scott-Rodino Act. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

| Exhibit<br>No. | Description                           |
|----------------|---------------------------------------|
| 99.1           | Press release issued January 12, 2015 |

**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: January 12, 2015

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

Chief Executive Officer

**EXHIBIT INDEX**

| Exhibit | Description                            |
|---------|--|
| 99.1    | Press release issued January 12, 2015. |