

AGIOS PHARMACEUTICALS INC

Form S-8

January 30, 2015

As filed with the Securities and Exchange Commission on January 30, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Agios Pharmaceuticals, Inc.**

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

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

**38 Sidney Street, 2nd Floor**

**26-0662915**  
**(I.R.S. Employer**  
**Identification No.)**

**02139**

**Cambridge, MA**  
**(Address of Principal Executive Offices)** **(Zip Code)**

**2013 Stock Incentive Plan**

**(Full Title of the Plan)**

**David P. Schenkein, M.D.**

**Chief Executive Officer**

**Agios Pharmaceuticals, Inc.**

**38 Sidney Street, 2nd Floor**

**Cambridge, MA 02139**

**(Name and Address of Agent For Service)**

**(617) 649-8600**

**(Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share	1,484,020 shares	\$121.68 (2)	\$180,575,554 (2)	\$20,983

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low sale prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on January 28, 2015.

**Statement of Incorporation by Reference**

This Registration Statement on Form S-8, relating to the 2013 Stock Incentive Plan of Agios Pharmaceuticals, Inc. (the Registrant), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-190101, filed with the Securities and Exchange Commission on July 24, 2013 by the Registrant, relating to the Registrant's 2007 Stock Incentive Plan, 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan, and (ii) the Registration Statement on Form S-8, File No. 333-193802, filed with the Securities and Exchange Commission on February 7, 2014, relating to the Registrant's 2013 Stock Incentive Plan, in each case except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 30th day of January, 2015.

AGIOS PHARMACEUTICALS, INC.

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

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Agios Pharmaceuticals, Inc., hereby severally constitute and appoint David P. Schenkein, M.D., J. Duncan Higgons and Glenn Goddard and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Agios Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David P. Schenkein David P. Schenkein, M.D.	Chief Executive Officer  and Director  (Principal executive officer)	January 30, 2015
/s/ Glenn Goddard Glenn Goddard	Senior Vice President, Finance  (Principal financial and accounting officer)	January 30, 2015
/s/ Lewis C. Cantley Lewis C. Cantley, Ph.D.	Director	January 30, 2015
/s/ Kaye Foster-Cheek Kaye Foster-Cheek	Director	January 30, 2015
/s/ Paul J. Clancy	Director	January 30, 2015

Paul J. Clancy

/s/ Douglas G. Cole  
Douglas G. Cole, M.D.

Director

January 30, 2015

/s/ Perry Karsen Perry Karsen	Director	January 30, 2015
/s/ John M. Maraganore John M. Maraganore, Ph.D.	Director	January 30, 2015
/s/ Robert T. Nelsen Robert T. Nelsen	Director	January 30, 2015
/s/ Kevin P. Starr Kevin P. Starr	Director	January 30, 2015
/s/ Marc Tessier-Lavigne Marc Tessier-Lavigne, Ph.D.	Director	January 30, 2015

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>Incorporated by Reference</b>			<b>Exhibit Number</b>	<b>Filed Herewith</b>
		<b>Form</b>	<b>File Number</b>	<b>Date of Filing</b>		
4.1	Restated Certificate of Incorporation of the Registrant	8-K	001-36014	July 29, 2013	3.1	
4.2	Amended and Restated By-Laws of the Registrant	8-K	001-36014	July 29, 2013	3.2	
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant					X
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)					X
23.2	Consent of Ernst & Young LLP, an independent registered public accounting firm					X
24.1	Power of attorney (included on the signature pages of this registration statement)					X
99.1	2013 Stock Incentive Plan	S-1	333-189216	June 24, 2013	10.4	