

AGIOS PHARMACEUTICALS INC

Form 8-K

March 13, 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): March 13, 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))

Item 8.01 Other Events.

On March 13, 2017, Agios Pharmaceuticals, Inc. (the Company) issued a press release announcing that Celgene Corporation (Celgene) has designated the development candidate focused on methylthioadenosine phosphorylase (MTAP) deleted cancers as a development candidate under the master research and collaboration agreement between the Company and Celgene, dated May 17, 2016 (the Agreement). Under the terms of the Agreement, Celgene will pay Agios an \$8 million designation fee for the MTAP pathway program, which the Company expects to receive in the second quarter of 2017. 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 incorporated herein by reference.

The Company expects that the \$8 million designation fee will be deferred and allocated among its performance obligations, identified as part of the Agreement, and recognized in proportion to the Company's satisfaction of each performance obligation. The last of these performance obligations are expected to be fully satisfied in the fourth quarter of 2022.

Item 9.01 Financial Statements and Exhibits.

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

Exhibit No.	Description
99.1	Press release issued by Agios Pharmaceuticals, Inc. on March 13, 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: March 13, 2017

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

President and Chief Executive Officer

EXHIBIT INDEX

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