

AGIOS PHARMACEUTICALS INC  
Form 8-K  
June 01, 2018

**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): May 31, 2018**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

Agios Pharmaceuticals, Inc. (the Company) held its Annual Meeting of Stockholders on May 31, 2018. The following is a summary of the matters voted on at that meeting.

- The Company's stockholders elected Ms. Kaye Foster, Dr. Maykin Ho, Ph.D. and Dr. John M. Maraganore, Ph.D. as class II directors, each to serve for a three-year term expiring at the 2021 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified. The results of the stockholders' vote with respect to the election of such class II directors were as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Ms. Kaye Foster	47,173,821	111,220	2,316,099
Dr. Maykin Ho, Ph.D.	47,261,294	23,747	2,316,099
Dr. John M. Maraganore, Ph.D.	47,240,735	44,306	2,316,099

- The Company's stockholders approved the non-binding, advisory vote on the compensation paid to its named executive officers. The results of the stockholders' non-binding, advisory vote with respect to compensation paid to the Company's named executive officers were as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
	46,468,838	642,797	173,406	2,316,099

- The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year. The results of the stockholders' vote with respect to such ratification were as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
	49,459,296	120,189	21,655	0

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: June 1, 2018

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

President and Chief Executive Officer