

EVNIN ANTHONY B
 Form 3
 March 11, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * EVNIN ANTHONY B (Last) (First) (Middle) C/O VENROCK, 530 FIFTH AVENUE, 22ND FLOOR (Street) NEW YORK, NY 10036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/11/2010	3. Issuer Name and Ticker or Trading Symbol AVEO PHARMACEUTICALS INC [AVEO]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
--	--	--	---	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	--	---	--	--	--

(Instr. 5)

Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	725,924	\$ (1)	I	By Funds (2)
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	720,521	\$ (3)	I	By Funds (4)
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	200,514	\$ (5)	I	By Funds (6)
Stock Option (right to buy)	Â (7)	06/16/2019	Common Stock	10,000 (8)	\$ 8.72 (9)	I	By management company (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

/s/ Anthony B.
Evnin

03/11/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of the Issuer's Series A Convertible Preferred Stock (the "Series A Shares") are convertible at any time, at the holder's election, on a one-for-one basis and have no expiration date.
- Consists of 130,666 Series A Shares held by Venrock Associates ("VA"), 580,740 Series A Shares held by Venrock Associates III, L.P. ("VA3") and 14,518 Series A Shares held by Venrock Entrepreneurs Fund III, L.P. ("VEF3"). Dr. Evnin is a general partner of VA. Venrock Management III, LLC ("VM3") is the sole general partner of VA3. VEF Management III, LLC ("VEFM3") is the sole general partner of VEF3. Dr. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.
- (2) The shares of the Issuer's Series B Convertible Preferred Stock (the "Series B Shares") are convertible at any time, at the holder's election, on a one-for-one basis and have no expiration date.
- Consists of 129,694 Series B Shares held by VA, 576,417 Series B Shares held by VA3 and 14,410 Series B Shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.
- (3) The shares of the Issuer's Series D Convertible Preferred Stock (the "Series D Shares") are convertible at any time, at the holder's election, on a one-for-one basis and have no expiration date.
- Consists of 36,092 Series D Shares held by VA, 160,412 Series D Shares held by VA3 and 4,010 Series D Shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.
- (4) The shares of the Issuer's Series D Convertible Preferred Stock (the "Series D Shares") are convertible at any time, at the holder's election, on a one-for-one basis and have no expiration date.
- Consists of 36,092 Series D Shares held by VA, 160,412 Series D Shares held by VA3 and 4,010 Series D Shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

Edgar Filing: EVNIN ANTHONY B - Form 3

- (7) The Stock Option vests in twelve equal monthly installments, with the first 1/12th vesting on July 31, 2009.
- (8) The number of shares underlying the Stock Option reflects a one-for-four reverse stock split of the Issuer's common stock on February 18, 2010.
- (9) The exercise price of the Stock Option reflects a one-for-four reverse stock split of the Issuer's common stock on February 18, 2010.
- (10) The Stock Option held by Dr. Evnin, and shares of the Issuer's common stock issuable upon exercise of such Stock Option, are held for the sole and exclusive benefit of VR Management, LLC, a Delaware limited liability company and an affiliate of VA, VA3, VEF3, VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over such Stock Option and all shares of the Issuer's common stock issuable thereunder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.