

Edgar Filing: AGIOS PHARMACEUTICALS INC - Form SC 13G/A

AGIOS PHARMACEUTICALS INC  
Form SC 13G/A  
January 09, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) \*

Agios Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

00847X104  
(CUSIP Number)

December 30, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital International Investors \*\*
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California
- 5 SOLE VOTING POWER  
3,739,823
- 6 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: NONE
- 7 SOLE DISPOSITIVE POWER  
4,205,223
- 8 SHARED DISPOSITIVE POWER  
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,205,223 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.0%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IA

\*\* A division of Capital Research and Management Company (CRMC)

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Amendment No. 1

Item 1(a) Name of Issuer:  
Agios Pharmaceuticals, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:  
88 Sidney Street  
Cambridge, MA 02139

Item 2(a) Name of Person(s) Filing:  
Capital International Investors, division of Capital Research  
and Management Company

Item 2(b) Address of Principal Business Office or, if none,  
Residence:  
11100 Santa Monica Boulevard  
16th Floor  
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
00847X104

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)  
or 240.13d-2(b) or (c), check whether the person filing is a:  
(e) ☒ An investment adviser in accordance with  
section 240.13d-1(b) (1) (ii) (E).

Item 4 Ownership

Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer  
identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

See page 2

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Capital International Investors division of Capital Research and Management Company ("CRMC") and the following CRMC subsidiaries: Capital Guardian Trust Company, Capital International Limited, Capital International Sarl, Capital International K.K. and Capital International, Inc.,  
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collectively provide investment management services under the name "Capital International Investors." Please see Items 5 through 11 of each reporting person's cover sheet in this Schedule 13G filing for such person's deemed beneficial ownership of 4,205,223 shares or 10% of the 42,014,777 shares believed to be outstanding.

- Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]
- Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A
- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: N/A
- Item 8 Identification and Classification of Members of the Group: N/A
- Item 9 Notice of Dissolution of Group: N/A
- Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 9, 2017

Signature: \*\*Robert W. Lovelace  
Name/Title: Robert W. Lovelace, Partner  
Capital International Investors

\*\*\*By /s/ Walter R. Burkley  
Walter R. Burkley

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Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 4, 2017 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital International Investors.

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## EXHIBIT

### POWER OF ATTORNEY

The undersigned do hereby appoint Michael J. Downer, Kristine M. Nishiyama and Walter R. Burkley, and each of them, acting singly, with full power of substitution, as the true and lawful attorney of the undersigned, to sign on behalf of the undersigned in respect of the ownership of equity securities deemed held by the undersigned, Capital International Investors, Capital Group International, Inc., Capital Guardian Trust Company, Capital International, Inc., Capital International K.K., Capital International Limited, Capital International Sarl, American Funds Developing World Growth and Income Fund, American Funds Insurance Series (Capital Income Builder and Growth-Income Fund), American Mutual Fund, Capital Income Builder, Capital World Growth and Income Fund, Emerging Markets Growth Fund, Inc., International Growth and Income Fund, New Perspective Fund, New World Fund, Inc., and Washington Mutual Investors Fund, and to be reported pursuant to Sections 13(d), 13(f) and 13(g) of the Securities Exchange Act of 1934, as amended, and to execute joint filing agreements with respect to such filings.

IN WITNESS WHEREOF, this Power of Attorney has been executed  
th  
as of the 4 day of January, 2017.

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Capital International Investors

/s/Robert W. Lovelace  
Name: Robert W. Lovelace  
Title: Partner

Capital Group International, Inc.

/s/ Peter C. Kelly  
Name: Peter C. Kelly  
Title: Secretary

Capital Guardian Trust Company

/s/ Peter C. Kelly  
Name: Peter C. Kelly  
Title: President and Senior Counsel

Capital International, Inc.

/s/ Peter C. Kelly  
Name: Peter C. Kelly  
Title: Senior Vice President and Senior Counsel

Capital International K.K.

/s/ Thomas B. Quantrille  
Name: Thomas B. Quantrille  
Title: President

Capital International Limited

/s/ Ida Levine  
Name: Ida Levine  
Title: Senior Vice President

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Capital International Sarl

/s/ Guido Caratsch  
Name: Guido Caratsch  
Title: Vice President, Senior Counsel and  
Secretary

American Mutual Fund

/s/ Laurie D. Neat  
Name: Laurie D. Neat  
Title: Secretary

American Funds Developing World Growth and  
Income Fund  
Capital Income Builder  
Capital World Growth and Income Fund  
International Growth and Income Fund  
New Perspective Fund  
New World Fund, Inc.

/s/ Michael W. Stockton  
Name: Michael W. Stockton  
Title: Secretary

American Funds Insurance Series

/s/ Steven I. Koszalka  
Name: Steven I. Koszalka  
Title: Secretary

Emerging Markets Growth Fund, Inc.

/s/ Courtney R. Taylor  
Name: Courtney R. Taylor  
Title: Secretary

Washington Mutual Investors Fund

/s/ Michael W. Stockton  
Name: Michael W. Stockton

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