

AVEO PHARMACEUTICALS INC

Form 4

July 02, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVNIN ANTHONY B

2. Issuer Name **and** Ticker or Trading
Symbol
AVEO PHARMACEUTICALS INC
[AVEO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VENROCK, 530 FIFTH
AVENUE 22ND FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/01/2013		A ⁽¹⁾	V Amount (A) or (D) Price 2,758 A \$ 2.56	8,776	D ⁽²⁾	
Common Stock					1,147,068	I	By Funds ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	X

Signatures

/s/ Anthony B.
Evnin 07/02/2013

**Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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 transaction reported in this Form 4 was effected pursuant to the reporting person's election on November 30, 2012, in accordance with a policy established by the board effective in 2013, to receive 50% of his quarterly installment of board fees in the form of unrestricted shares of AVEO common stock, issued under AVEO's 2010 Stock Incentive Plan, as amended.

(2) The reporting person is a member of VR Management, LLC (the "Management Company"). Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold 3,792 of the reported shares for the sole benefit of the Management Company and must hold or sell these 3,792 shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of these 3,792 shares, and the reporting person may be deemed the indirect beneficial owner of these 3,792 shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of these 3,792 shares except to the extent of his indirect pecuniary interest therein.

(3) Consists of (a) 206,452 shares held by Venrock Associates, or VA, (b) 917,569 shares held by Venrock Associates III, L.P., or VA III, (c) 22,938 shares held by Venrock Entrepreneurs Fund III, L.P., or VEF III, and (d) 109 shares held by VEF Management III, LLC. Dr. Evnin is a General Partner of VA. Venrock Management III, LLC, or VM III, is the sole General Partner of VA III. VEF Management III, LLC, or VEFM III, is the sole General Partner of VEF III. Dr. Evnin is a Member of VM III and VEFM III. Dr. Evnin expressly disclaims beneficial ownership over all shares held by or on behalf of VA, VA III, VEF III, VM III, and VEFM III, except to the extent of his indirect pecuniary interest therein. VM III and VEFM III expressly disclaim beneficial ownership over all shares held by VA III and

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VEF III, except to the extent of their indirect pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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