

Rubin Karuna
 Form 3
 February 05, 2018

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

OMB APPROVAL

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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 *

Â Rubin Karuna
 (Last) (First) (Middle)

C/O AVEO
 PHARMACEUTICALS,
 INC.,Â ONE BROADWAY,
 14TH FLOOR
 (Street)

CAMBRIDGE,Â MAÂ 02142
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/01/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Senior VP and General Counsel

5. 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

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)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	07/06/2025	Common Stock	35,000	\$ 1.59	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	01/06/2026	Common Stock	30,000	\$ 1.08	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	05/25/2026	Common Stock	100,000	\$ 0.92	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	02/07/2027	Common Stock	100,000	\$ 0.6	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	02/07/2027	Common Stock	33,333	\$ 0.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Karuna C/O AVEO PHARMACEUTICALS, INC. ONE BROADWAY, 14TH FLOOR CAMBRIDGE, MA 02142	Â	Â	Â Senior VP and General Counsel	Â

Signatures

/s/ Karuna Rubin 02/05/2018

 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) This option vested as to 25% of the shares underlying such option on July 7, 2016 and the remaining 75% vests in equal monthly installments through July 7, 2019.
- (2) This option vests in equal monthly installments beginning February 7, 2016 through January 7, 2020.
- (3) This option vests in equal monthly installments beginning June 26, 2016 through May 26, 2020.
- (4) This option vests in equal monthly installments beginning March 8, 2017 through February 8, 2021.

On February 8, 2017, the reporting person was granted an option to purchase 50,000 shares of common stock. Subject to the achievement of three performance milestones relating to the company's clinical trials and regulatory filings, one third of the option vests on February 8, 2018, and two thirds of the option vests on February 8, 2019. On June 21, 2017, the first two performance milestones were met. As a result, one third of the option will vest on February 8, 2018, and one third of the option will vest on February 8, 2019, in each case subject to the reporting person's continued service to the company.

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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