

Cole Douglas G.
Form 3
March 11, 2010

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Cole Douglas G. | | (Month/Day/Year) | AVEO PHARMACEUTICALS INC [AVEO] | |
| (Last) | (First) | (Middle) | 03/11/2010 | |
| C/O AVEO PHARMACEUTICALS, INC., 75 SIDNEY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) | | (specify below) | |
| | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | |
| | <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| CAMBRIDGE, MA 02139 | | | | |
| (City) | (State) | (Zip) | | |

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)

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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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------------------|------------|------------|--------------|---------|---------|----------------------------------|---|
| Stock Option (right to buy) | Â (1) | 06/16/2019 | Common Stock | 10,000 | \$ 8.72 | D | Â |
| Series B Convertible Preferred Stock | 07/25/2003 | Â (2) | Common Stock | 43,846 | \$ (2) | I | Held by AGTC Advisors Fund, L.P. (3) |
| Series D Convertible Preferred Stock | 03/26/2007 | Â (4) | Common Stock | 5,713 | \$ (4) | I | Held by AGTC Advisors Fund, L.P. (3) |
| Series B Convertible Preferred Stock | 07/25/2003 | Â (2) | Common Stock | 725,384 | \$ (2) | I | Held by Applied Genomic Technology Capital Fund, L.P. (5) |
| Series D Convertible Preferred Stock | 03/26/2007 | Â (4) | Common Stock | 94,531 | \$ (4) | I | Held by Applied Genomic Technology Capital Fund, L.P. (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cole Douglas G. C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139 | Â X | Â | Â | Â |

Signatures

/s/ Douglas G. Cole 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) This option first became exercisable on July 31, 2009 and vests over a one-year period in equal monthly installments.
- (2) The Series B Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.

Held by AGTC Advisors Fund, L.P.; NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc.

- (3) ("Flagship Inc."). Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by AGTC Advisors Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by AGTC Advisors Fund, L.P.

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- (4) The Series D Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.

Held by Applied Genomic Technology Capital Fund, L.P.; NewcoGen Inc. is the general partner of AGTC Partners, L.P., which is the general partner of Applied Genomic Technology Capital Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Inc.

- (5) Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by Applied Genomic Technology Capital Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by Applied Genomic Technology Capital Fund, L.P.

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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