

HIRSCH RUSSELL C  
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 \*

Â HIRSCH RUSSELL C  
(Last) (First) (Middle)

C/O AVEO  
PHARMACEUTICALS,  
INC.,Â 75 SIDNEY STREET  
(Street)

CAMBRIDGE,Â MAÂ 02139  
(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)

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

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)

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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)

Date Exercisable Expiration Date

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

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

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

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|                                      |            |            |              | Shares  |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------------|------------|------------|--------------|---------|---------|----------------------------------|---|
| Stock Option (right to buy)          | Â (1)      | 06/16/2019 | Common Stock | 10,000  | \$ 8.72 | D                                | Â   |
| Series A Convertible Preferred Stock | 03/22/2002 | Â (2)      | Common Stock | 10,889  | \$ (2)  | I                                | By Prospect Associates II, L.P. (5)       |
| Series B Convertible Preferred Stock | 07/25/2003 | Â (3)      | Common Stock | 10,807  | \$ (3)  | I                                | By Prospect Associates II, L.P. (5)       |
| Series D Convertible Preferred Stock | 03/26/2007 | Â (4)      | Common Stock | 2,481   | \$ (4)  | I                                | By Prospect Associates II, L.P. (5)       |
| Series A Convertible Preferred Stock | 03/22/2002 | Â (2)      | Common Stock | 715,037 | \$ (2)  | I                                | By Prospect Venture Partners II, L.P. (6) |
| Series B Convertible Preferred Stock | 07/25/2003 | Â (3)      | Common Stock | 709,714 | \$ (3)  | I                                | By Prospect Venture Partners II, L.P. (6) |
| Series D Convertible Preferred Stock | 03/26/2007 | Â (4)      | Common Stock | 162,963 | \$ (4)  | I                                | By Prospect Venture Partners II, L.P. (6) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HIRSCH RUSSELL C<br>C/O AVEO PHARMACEUTICALS, INC.<br>75 SIDNEY STREET<br>CAMBRIDGE, MA 02139 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Russell C. Hirsch 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 A Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.
- (3) The Series B Convertible Preferred Stock is convertible into Common Stock on a one-for-0.25 basis and has no expiration date.

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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 Prospect Associates II, L.P. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D. and Russell C. Hirsch, M.D., Ph.D., the managing members of Prospect Management Co. II, LLC, the General Partner of Prospect Associates II, L.P.,
- (5) share voting and investment power over the shares held by Prospect Associates II, L.P., but disclaim beneficial ownership, except to the extent of their pecuniary interest therein.  
Held by Prospect Venture Partners II, L.P. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D. and Russell C. Hirsch, M.D., Ph.D., the managing members of Prospect Management Co. II, LLC, the General Partner of Prospect Venture Partners II, L.P.,
- (6) share voting and investment power over the shares held by Prospect Venture Partners II, L.P., but disclaim beneficial ownership, except to the extent of their 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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