

AVEO PHARMACEUTICALS INC

Form 8-K

March 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 18, 2014**

**AVEO Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**650 East Kendall Street**

**001-34655**  
**(Commission**

**File Number)**

**04-3581650**  
**(IRS Employer**

**Identification No.)**

**02142**

**Cambridge, Massachusetts**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (617) 299-5000**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 18, 2014, AVEO Pharmaceuticals, Inc. ( AVEO ) entered into Amendment No. 1 to Option and License Agreement (the Amendment ) with Biogen Idec MA Inc. ( Biogen ) to that certain Option and License Agreement (the Agreement ) by and between AVEO and Biogen Idec International GmbH dated March 18, 2009, as assigned to Biogen on or about August 31, 2011, regarding the development and commercialization of AVEO s discovery-stage ErbB3-targeted antibodies, or AVEO s AV-203 program, for the potential treatment and diagnosis of cancer and other diseases in humans. Pursuant to the Amendment, Biogen has agreed to the termination of its rights and obligations under the Agreement, including Biogen s option to (i) obtain a co-exclusive (with AVEO) license to develop and manufacture ErbB3 targeted antibodies and (ii) obtain exclusive commercialization rights to ErbB3 products in countries in the world other than North America. As a result, AVEO retains worldwide rights to AV-203, a clinical stage ErbB3-targeted antibody. Pursuant to the Amendment, AVEO is obligated to in good faith use reasonable efforts to seek a collaboration partner for the purpose of funding further development and commercialization of ErbB3 targeted antibodies.

Pursuant to the Amendment, AVEO is obligated to pay Biogen a certain percentage of milestone payments received by AVEO from future partnerships after March 28, 2016 and single digit royalty payments on net sales related to the sale of ErbB3 products, up to cumulative maximum amount of \$50 million.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AVEO Pharmaceuticals, Inc.**

Date: March 20, 2014

By: /s/ Tuan Ha-Ngoc  
Tuan Ha-Ngoc  
President and Chief Executive Officer