

HIRSCH RUSSELL C  
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 \*

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)

**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)

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 (I) (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 C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.