

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Growth Equity Opportunities Fund IV, LLC</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE, SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVEO PHARMACEUTICALS INC [AVEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2019	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/08/2019		P		4,347,827	A	\$1.14	25,243,865	D ⁽¹⁾⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant to Purchase Common Stock	\$1.25	04/08/2019		P		4,347,827		04/08/2019	04/08/2021	Common Stock	4,347,827	\$0.01	4,347,827	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person* <u>Growth Equity Opportunities Fund IV, LLC</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE, SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>NEA 15 GP, LLC</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
NEA Partners 15, L.P.		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
New Enterprise Associates 15, L.P.		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares are directly held by Growth Equity Opportunities Fund IV, LLC ("GEO IV") and indirectly held by New Enterprise Associates 15, L.P. ("NEA 15"), the sole member of GEO IV; NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15; NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15; and the individual managers of NEA 15 GP (NEA 15, NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons").

2. The individual managers of NEA 15 GP are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Joshua Makower, David M. Mott, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by GEO IV in which the Indirect Reporting Persons have no pecuniary interest.

Remarks:

/s/ Sasha Keough, attorney-in- 04/08/2019
fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.