

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Makhzoumi Mohamad</u>  (Last) (First) (Middle) 2855 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (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) 10/19/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/19/2022		j <sup>(1)</sup>		3,952,957	D	\$0.00	0	I	See Note 2 <sup>(2)</sup>
Common Stock	10/19/2022		j <sup>(3)</sup>		3,952,957	A	\$0.00	3,952,957	I	See Note 4 <sup>(4)</sup>
Common Stock	10/19/2022		j <sup>(5)</sup>		3,952,957	D	\$0.00	0	I	See Note 4 <sup>(4)</sup>
Common Stock	10/19/2022		j <sup>(6)</sup>		59,294	A	\$0.00	59,294	I	See Note 7 <sup>(7)</sup>
Common Stock	10/19/2022		j <sup>(8)</sup>		59,294	D	\$0.00	0	I	See Note 7 <sup>(7)</sup>
Common Stock	10/19/2022		j <sup>(9)</sup>		354	A	\$0.00	354	I	See Note 10 <sup>(10)</sup>
Common Stock	10/19/2022		j <sup>(11)</sup>		559	A	\$0.00	559	D	

**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)					

**Explanation of Responses:**

- Growth Equity Opportunities Fund IV, LLC ("GEO IV") made a distribution of 3,952,957 shares of Common Stock of the Issuer to its sole member for no consideration on October 19, 2022.
- The Reporting Person is a manager of NEA 15 GP, LLC ("NEA 15 GP"), which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("NEA 15"). NEA 15 is the sole member of GEO IV, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by GEO IV in which the Reporting Person has no pecuniary interest.
- NEA 15 received 3,952,957 shares of Common Stock of the Issuer in the distribution made by GEO IV on October 19, 2022.
- The Reporting Person is a manager of NEA 15 GP, which is the sole general partner of NEA Partners 15. NEA Partners 15 is the sole general partner of NEA 15, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 15 in which the Reporting Person has no pecuniary interest.
- NEA 15 made a pro rata distribution of 3,952,957 shares of Common Stock of the Issuer for no consideration to its general partner and limited partners on October 19, 2022.
- NEA Partners 15 received 59,294 shares of Common Stock of the Issuer in the distribution made by NEA 15 on October 19, 2022.
- The Reporting Person is a manager of NEA 15 GP, which is the sole general partner of NEA Partners 15, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA Partners 15 in which the Reporting Person has no pecuniary interest.
- NEA Partners 15 made a pro rata distribution for no consideration of an aggregate of 59,294 shares of Common Stock of the Issuer to its limited partners on October 19, 2022.
- NEA Investment Holdings CF, LLC ("NEA Holdings CF"), the managing member of NEA Investments TC, LLC ("NEA Investments TC"), received 354 shares of Common Stock of the Issuer in a distribution by NEA Investments TC on October 19, 2022. NEA Investments TC received the shares in a distribution from its wholly owned subsidiary, New Enterprise Associates, LLC, which shares were received in the distribution by NEA 15 on October 19, 2022.
- The Reporting Person is a member of the Board of Directors of NEA Holdings CF, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA Holdings CF in which the Reporting Person has no pecuniary interest.
- The Reporting Person received 559 shares of Common Stock of the Issuer in the distribution by NEA Partners 15 on October 19, 2022.

**Remarks:**

/s/ Louis Citron, attorney-in-  
fact

10/21/2022

\*\* 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.**