

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>NEA Partners 15, L.P.</u> <hr/> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 <hr/> (Street) TIMONIUM MD 21093 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVEO PHARMACEUTICALS, INC.</u> [ <u>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		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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	D <sup>(7)</sup>	
Common Stock	10/19/2022		j <sup>(8)</sup>		59,294	D	\$0.00	0	D <sup>(7)</sup>	

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
NEA Partners 15, L.P.  


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 (Last) (First) (Middle)  
 1954 GREENSPRING DRIVE  
 SUITE 600  


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 (Street)  
 TIMONIUM MD 21093  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEA 15 GP, LLC  


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 (Last) (First) (Middle)  
 1954 GREENSPRING DRIVE  
 SUITE 600  


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 (Street)  
 TIMONIUM MD 21093  


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 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Growth Equity Opportunities Fund IV, LLC ("GEO IV") made a distribution of 3,952,957 shares of Common Stock of the Issuer for no consideration on October 19, 2022.
2. The securities are directly held by 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 (collectively, the "NEA 15 Managers"), together, the "GEO IV Indirect Reporting Persons"). The NEA 15 Managers are Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Scott D. Sandell and Peter W. Sonsini. The GEO IV 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 securities in which the GEO IV Indirect Reporting Persons have no pecuniary interest.
3. NEA 15 received 3,952,957 shares of Common Stock of the Issuer in the distribution made by GEO IV on October 19, 2022.
4. The securities are directly held by NEA 15 and are indirectly held by NEA Partners 15, the sole general partner of NEA 15, NEA 15 GP, the sole general partner of NEA Partners 15, and the NEA 15 Managers (NEA Partners 15, NEA 15 GP and the NEA 15 Managers, together, the "NEA 15 Indirect Reporting Persons"). The NEA 15 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 securities held by NEA 15 in which the NEA 15 Indirect Reporting Persons have no pecuniary interest.
5. 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.
6. NEA Partners 15 received 59,294 shares of Common Stock of the Issuer in the distribution made by NEA 15 on October 19, 2022.
7. The securities are directly held by NEA Partners 15 and indirectly held by NEA 15 GP, the sole general partner of NEA Partners 15, and the NEA 15 Managers (NEA 15 GP and the NEA 15 Managers together, the "NEA Partners 15 Indirect Reporting Persons"). The NEA Partners 15 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 securities held by NEA Partners 15 in which the NEA Partners 15 Indirect Reporting Persons have no pecuniary interest.
8. 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.

**Remarks:**

[/s/ Louis Citron, attorney-in-](#) [10/21/2022](#)  
[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.**