SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

| OWB APPRC | VAL |
|-------------------------|-----------|
| OMB Number: | 3235-0287 |
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| 1. Name and Address of Reporting Person [*] Kanes Stephen | | | 2. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|---|------------------------|------------------|--|--|
| r | | | | |
| , | | | | X Officer (give title Other (specify below) below) |
| (Last) C/O SAGE THE | (First) ERAPEUTICS, | (Middle) INC. | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2015 | Chief Medical Officer |
| 215 FIRST STR | EET | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable |
| (Street) | | | | Line) |
| CAMBRIDGE | МА | 02142 | | X Form filed by One Reporting Person |
| | | 02112 | | Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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) | Transaction Code (Instr. | | 4. Securities / Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 09/28/2015 | | М | | 21,000 | Α | \$0.45 | 52,948 | D | |
| Common Stock | 09/28/2015 | | S | | 6,000 ⁽¹⁾ | D | \$46.42(2) | 46,948 | 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. Transa Code (8) | | of | | 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 | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$0.45 | 09/28/2015 | | М | | | 21,000 | (3) | 07/23/2023 | Common Stock | 21,000 | \$0.00 | 133,100 | D | |

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

2. This transaction was executed in multiple trades at prices ranging from \$46.00 USD to \$46.92 USD. The price reported above reflects the weighted average sale price.

3. 25% 1 year cliff then evenly for the remaining 36 months beginning on 18-Jul-2013

Remarks:

/s/ Stephen Kanes

09/29/2015

** 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.