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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): January 22, 2019

Sage Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation)

001-36544
(Commission
File Number)

27-4486580
(I.R.S. Employer
Identification No.)

**215 First Street
Cambridge, MA**
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code (617) 299-8380

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 22, 2019, Sage Therapeutics, Inc. (the “Company”) elected Elizabeth Barrett and George Golumbeski, Ph.D., to the Board of Directors of the Company (the “Board”). Ms. Barrett was elected as a Class I director, and will serve until the Company’s annual meeting of stockholders in 2021 or until her successor is duly elected and qualified or her earlier resignation or removal. Dr. Golumbeski was elected as a Class II director, and will serve until the Company’s annual meeting of stockholders in 2019 or until his successor is duly elected and qualified or his earlier resignation or removal.

Ms. Barrett is the president and chief executive officer of UroGen Pharma Ltd., a clinical-stage biopharmaceutical company focused on non-surgical uro-oncology treatments. She previously served as chief executive officer of Novartis Oncology (“Novartis”) from February to December 2018. In that role, she oversaw more than 10,000 associates in 85 countries and sat on the Novartis executive committee. Prior to Novartis, she was global president, oncology at Pfizer Inc. (“Pfizer”) from 2015 to 2017, where she held a series of leadership positions, including president, Europe, global innovative pharma, president, North America, and president, US oncology business unit. Prior to Pfizer, from 2006 to 2009 Ms. Barrett was vice president and general manager of the oncology business unit at Cephalon Inc. She also held senior roles at Johnson & Johnson from 1993 to 2006, working across their oncology, diagnostics, consumer products, and hospital and orthopedic markets sectors.

Dr. Golumbeski is the president of GRAIL, Inc., a health-care company focused on the early detection of cancer. Dr. Golumbeski previously served as executive vice president of Celgene Corporation (“Celgene”), leading corporate development from 2016 to 2018. Prior to Celgene, Dr. Golumbeski was vice president of business development, licensing, and strategy at Novartis. He also held leadership positions at Elan Pharmaceuticals Inc. and Schwarz Pharma AG, where he focused on neurology and neuropsychiatry therapeutics.

Neither Ms. Barrett nor Dr. Golumbeski has any family relationships with any of the executive officers or directors of the Company. There are no arrangements or understandings between either of Ms. Barrett or Dr. Golumbeski and any other person pursuant to which she or he was elected as a director of the Company.

In accordance with the Company’s director compensation program, each of Ms. Barrett and Dr. Golumbeski will receive an annual cash retainer of \$45,000 for service on the Board, which is payable quarterly in arrears, plus additional cash compensation if she or he is appointed to a Board committee. In addition, under the Company’s director compensation program, upon election to the Board, each of Ms. Barrett and Dr. Golumbeski was granted an option on January 22, 2019 to purchase 20,000 shares of the Company’s common stock at an exercise price per share equal to the closing price of the Company’s common stock on the grant date. Such option vests in equal monthly installments during the 36 months following the grant date, subject to the director’s continued service on the Board.

Item 8.01 Other Events.

On January 23, 2019, the Company issued a press release announcing the election of each of Ms. Barrett and Dr. Golumbeski to the Board of Directors of the Company. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 99.1 | Press release issued by Sage Therapeutics, Inc. on January 23, 2019. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 23, 2019

SAGE THERAPEUTICS, INC.

By: /s/ Jennifer Fitzpatrick

Jennifer Fitzpatrick

Vice President, Corporate Counsel



Sage Therapeutics Appoints Elizabeth Barrett and George Golumbeski to Board of Directors

CAMBRIDGE, Mass. Jan.23, 2019 – Sage Therapeutics (NASDAQ: SAGE), a clinical-stage biopharmaceutical company developing novel medicines to treat life-altering central nervous system (CNS) disorders, today announced the addition of Elizabeth (Liz) Barrett and George Golumbeski, Ph.D., to the company’s board of directors.

“We are extremely pleased to add these two experienced executives to Sage’s board of directors. As Sage continues to advance its programs in development, adding an executive with Liz’s expertise in scaling businesses and launching products globally will be invaluable,” said Jeff Jonas, M.D., chief executive officer of Sage. “We are just as excited to announce that George Golumbeski will be joining our board. Sage has opened the door to a new way of thinking about treating brain disorders, and we believe George’s decades of experience growing companies and advancing innovation through corporate strategy and development will help us achieve our mission of improving lives of people living with CNS disorders.”

Liz Barrett is the president and chief executive officer of UroGen, a clinical-stage biopharmaceutical company focused on non-surgical uro-oncology treatments. She previously served as chief executive officer of Novartis Oncology. In that role, she oversaw more than 10,000 associates in 85 countries and was a member of the Novartis executive committee. Prior to Novartis, she was global president, oncology at Pfizer Inc., where she held a series of leadership positions, including president, Europe, global innovative pharma, president, North America, and president, U.S. oncology business unit. Prior to Pfizer, Ms. Barrett was vice president and general manager of the oncology business unit at Cephalon Inc., where she launched the company into oncology. She has also held senior roles at Johnson & Johnson, working across their oncology, diagnostics, consumer products, and hospital and orthopedic markets sectors.

“Sage’s approach to developing new treatment paths for serious brain disorders is analogous to the work I have led to transform cancer care,” said Ms. Barrett. “I am honored to join a team where bold bets are made, and conventional wisdom is challenged to find important solutions for patients and their healthcare providers.”

George Golumbeski is the president of GRAIL, a health-care company focused on the early detection of cancer. Dr. Golumbeski previously served as executive vice president of Celgene, leading corporate development. During his nine years at Celgene, he fostered new models for inter-company collaboration, and saw Celgene named “Partner of Choice” in the biotechnology industry. Prior to Celgene, Dr. Golumbeski was vice president of business development, licensing, and strategy at Novartis. He also held leadership positions at Elan Pharmaceuticals and Schwarz Pharma, where he focused on neurology and neuropsychiatry therapeutics.

“I am truly pleased to join the team at Sage. Personally, I am deeply aligned with Sage’s commitment to non-incremental innovation and deep science. It is also terribly exciting to return to work on medicines for disorders of the central nervous system, an area of utmost medical need, and the therapeutic area where I began my career,” said Dr. Golumbeski. “I look forward to working with the leadership of Sage as it progresses through many strategic and corporate development crossroads.”

About Sage Therapeutics

Sage Therapeutics is a clinical-stage biopharmaceutical company committed to developing novel medicines to transform the lives of patients with life-altering CNS disorders. Sage's lead product candidate, ZULRESSO™ (brexanolone) injection, has completed Phase 3 clinical development for postpartum depression and a New Drug Application is currently under review with the U.S. Food and Drug Administration. Sage is developing a portfolio of novel product candidates targeting critical CNS receptor systems, including SAGE-217, which is in Phase 3 development in major depressive disorder and postpartum depression. For more information, please visit www.sagerx.com.

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