SEC Form 4

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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

OMB APPROVAL									
OMB Number:	3235-0287								
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1. Name and Address of Reporting Person [*] Nayak Asha	2. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		X Director 10% Owner					
P		Officer (give title Other (specify					
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below) below)					
C/O SAGE THERAPEUTICS, INC.	06/06/2018						
215 FIRST STREET							
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)		X Form filed by One Reporting Person					
CAMBRIDGE MA 02142		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)	3. Transa Code (8)		4. Securities Acquired (Disposed Of (D) (Instr. 3 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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)	\$154.06	06/06/2018		A		10,000		(1)	06/06/2028	Common Stock	10,000	\$0.00	10,000	D	

Explanation of Responses:

1. The stock option award was issued pursuant to the Sage Therapeutics, Inc., 2014 Stock Option and Incentive Plan. The option will vest in full upon the earlier to occur of June 6, 2019 or the day immediately prior to the 2019 Annual Meeting of Sage's stockholders, subject to continued service as a director on such date.

Remarks:

<u>/s/ Anne Marie Cook, as</u> <u>Attorney-in-Fact for Asha</u> <u>Nayak</u>

06/08/2018

** 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.