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

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			or Section So(n) of the Investment Company Act of 1940				
	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE]	5. Relationship of Reporting Pe (Check all applicable)	erson(s) to Issuer		
<u>Germano Geno J</u>			<u></u>	X Director	10% Owner		
	(First) HERAPEUTIC	(Middle) S, INC.	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2016	Officer (give title below)	Other (specify below)		
215 FIRST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Fili Line)	vidual or Joint/Group Filing (Check Applicab		
(Street)				X Form filed by One Re	porting Person		
CAMBRIDG	E MA	02142		Form filed by More th Person	an One Reporting		
(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)	Code (4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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)			

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)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed ed nstr.	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 Options (Right to buy)	\$42.22	07/15/2016		A		20,883		(1)	07/15/2026	Common Stock	20,883	\$42.22	20,883	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 shall vest in equal monthly installments during the 36 months following the grant date, subject to continued service through such date.

Remarks:

/s/ Anne Marie Cook, as Attorney-in-Fact for Geno J Germano

07/19/2016

Date

** Signature of Reporting Person

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.