

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Third Rock Ventures II, L.P.</u> _____ (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Sage Therapeutics, Inc. [SAGE]</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) <u>07/23/2014</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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	07/23/2014		C		10,317,457	A	(1)	10,793,646	D ⁽⁴⁾	
Common Stock	07/23/2014		C		793,650	A	(2)	11,587,296	D ⁽⁴⁾	
Common Stock	07/23/2014		C		93,712	A	(3)	11,681,008	D ⁽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. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	07/23/2014		C			32,500,000	(1)	(1)	Common Stock	10,317,457	(1)	0	D ⁽⁴⁾	
Series B Preferred Stock	(2)	07/23/2014		C			2,499,999	(2)	(2)	Common Stock	793,650	(2)	0	D ⁽⁴⁾	
Series C Preferred Stock	(3)	07/23/2014		C			295,194	(3)	(3)	Common Stock	93,712	(3)	0	D ⁽⁴⁾	

1. Name and Address of Reporting Person* <u>Third Rock Ventures II, L.P.</u> _____ (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Third Rock Ventures GP II, L.P.</u> _____ (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>TRV GP II, LLC</u> _____ (Last) (First) (Middle)		

29 NEWBURY STREET, 3RD FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

TEPPER ROBERT I

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES
29 NEWBURY STREET, 3RD FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LEVIN MARK J

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES
29 NEWBURY STREET, 3RD FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. The Series A Preferred Stock automatically converted into Common Stock on a 3.15-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date
2. The Series B Preferred Stock automatically converted into Common Stock on a 3.15-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date
3. The Series C Preferred Stock automatically converted into Common Stock on a 3.15-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date
4. The shares are directly held by Third Rock Ventures II, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures II GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV II GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper") and, as such, each of TRV GP, TRV GP LLC, Levin, Starr and Tepper exercises shared voting and investment power over the shares held of record by TRV. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

Remarks:

/s/ Kevin Gillis, Chief Financial
Officer of TRV GP II, LLC,
general partner of Third Rock
Ventures II GP, L.P., general
partner of Third Rock Ventures
II, L.P. 07/23/2014

/s/ Kevin Gillis, Chief Financial
Officer of TRV GP II, LLC,
general partner of Third Rock
Ventures II GP, L.P. 07/23/2014

/s/ Kevin Gillis, Chief Financial
Officer of TRV GP II, LLC 07/23/2014

/s/ Robert Tepper 07/23/2014

/s/ Mark Levin 07/23/2014

** 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.