SEC Form 4

FORM 4

Check this box if no longer subject

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

Instruction 1(b).			pursuant to Section 16(a) of the Securities Exchange Act of 1934	Tiours	Tiours per response. 0.5			
.,			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Addres <u> Robichaud A</u>	ss of Reporting Perso <u>lbert</u>	on*	2. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE]	(Check all a Dir	pplicable) ector	ng Person(s) to Issuer 10% Owner		
(Last) C/O SAGE THE 215 FIRST STR	(First) ERAPEUTICS, IN EET	(Middle) IC.	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2023		ficer (give title low) Chief Scien	Other (specify below) ntific Officer		
(Street) CAMBRIDGE (City)	MA (State)	02142 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X For For	rm filed by On	up Filing (Check Applicable ne Reporting Person ore than One Reporting		
(City)	(Sidle)	(Zih)						

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	3. Transa Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
		(Month/Day/Year)	8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(l) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/03/2023		A		3,375 ⁽¹⁾	A	\$0.00	146,680(2)	D	
Common Stock	02/03/2023		F		1,127	D	\$44.16	145,553	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 Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. On February 10, 2021, the reporting person was granted Performance Stock Units (PSUs) to acquire a total of 11,250 shares of common stock. The PSUs vest upon the achievement of certain milestones, one of which was met on February 3, 2023, resulting in the vesting of the PSUs as to 3,375 shares.

2. Reflects beneficial ownership balance which includes 279 shares purchased on June 30, 2022 and 397 shares purchased on December 31, 2022, each under the Sage Therapeutics, Inc. 2014 Employee Stock Purchase Plan.

Remarks:

/s/ Anne Marie Cook, as Attorney-in-Fact for Albert

Robichaud

02/07/2023

** Signature of Reporting Person

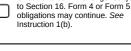
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.



ſ

Date

POWER OF ATTORNEY

I, the undersigned, hereby authorize and designate Anne Marie Cook (SVP, General Counsel), Kimi Iguchi (Chief Financial Officer), Erin Lanciani (SVP, People and Organizational Strategy), and Jennifer Fitzpatrick (Vice President, Corporate Counsel) for as long as they remain employees of Sage Therapeutics, Inc., and Laurie Burlingame of Goodwin Procter, each acting singly, or their successors in role, to take the following actions, acting as my agent and attorney-in-fact, with full power of substitution:

(1) to prepare and sign on my behalf any Form 3, Form 4 or Form 5 pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and to file the same with the Securities and Exchange Commission, NASDAQ, NYSE, and each stock exchange on which shares of Common Stock or other securities of Sage Therapeutics, Inc. are listed, as required by law;

(2) to prepare and sign on my behalf any Form 144 pursuant to the Securities Act of 1933, as amended, and to file the same with the Securities and Exchange Commission, NASDAQ, NYSE, and each stock exchange on which shares of Common Stock or other securities of Sage Therapeutics, Inc. are listed, as required by law; and

(3) take any other action necessary or proper in connection with the foregoing.

Unless earlier revoked under the next sentence, this Power of Attorney shall remain in effect as long as I am an executive officer or director of Sage Therapeutics, Inc., and shall not be affected by my subsequent disability or incompetence. I may revoke this Power of Attorney by written notice delivered, in person or by nationally recognized courier, to the attention of the SVP, General Counsel of Sage Therapeutics, Inc.

/s/ Albert J Robichaud

(Signature of Executive Officer or Director)

Name: Albert J Robichaud

Date: 1/03/2019