SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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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 [*] Shiferman Gregory L.	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2024 3. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE]								
(Last) (First) (Middle) C/O SAGE THERAPEUTICS, INC.			4. Relationship of Reporting Issuer (Check all applicable) Director	10% Owner Other (specify below)		 If Amendment, Date of Original Filed (Month/Day/Year) Individual or Joint/Group Filing 			
55 CAMBRIDGE PARKWAY			Officer (give title below)			(Check Applicable Line)			
(Street) CAMBRIDGE MA 02142	RIDGE MA 02142		See Remarks				Person Form filed by More than One Reporting Person		
(City) (State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	Direct Ov Indirect		. Nature of Indirect Beneficial wnership (Instr. 5)		
Common Stock			14,967 ⁽¹⁾	D	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4)	urity Conver or Exer		cise	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
		Expiration Date	Title	Amount or Number of Shares	Derivative		Direct (D) or Indirect (I) (Instr. 5)	5)	
Stock Option (Right to buy)	(2)	02/12/2034	Common Stock	6,000	23.02		D		
Stock Option (Right to buy)	(3)	02/21/2031	Common Stock	20,608	22.2	2	D		

Explanation of Responses:

1. Consists of (i) 153 shares of Common Stock and (ii) 14,814 shares of Common Stock issuable under restricted stock units ("RSUs") awarded to the Reporting Person pursuant to the Sage Therapeutics, Inc. 2014 Stock Option and Incentive Plan (the "Plan") that vest periodically subject to the Reporting Person's continued service. Each RSU represents the right to receive one share of Common Stock upon vesting.

2. This option was granted on February 13, 2024, pursuant to the Plan. The shares underlying the option vest over four years, with 25% of the shares vesting on February 13, 2025, and the remaining shares vesting in equal monthly installments thereafter, subject to the Reporting Person's continued service.

3. This option was granted on February 21, 2024, pursuant to the Plan. The shares underlying the option vest in equal monthly installments over 18 months, with the first installment vesting on March 21, 2024, and the remaining shares vesting in equal monthly installments thereafter, subject to the Reporting Person's continued service.

Remarks:

Senior Vice President, General Counsel and Secretary Exhibit Index: 24.1 Power of Attorney

Brandon Marsh, attorney
in fact for Gregory
Shiferman

11/01/2024

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 5 (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.

I, the undersigned, hereby authorize and designate Chris Benecchi (Chief Operating Officer) and Brandon Marsh (Senior Director, Corporate Counsel), for as long as they remain employees of Sage Therapeutics, Inc., and Stuart Falber of WilmerHale, 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 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 a director or executive officer 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 Senior Vice President, General Counsel of Sage Therapeutics, Inc.

/s/ Gregory L. Shiferman Name: Gregory L. Shiferman Date: November 1, 2024