SEC Form 4

П

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 Estimated average burder hours per response: 0.5

1. Name and Address of Reporting Person* COLA MICHAEL F			2. Issuer Name and Ticker or Trading Symbol Sage Therapeutics, Inc. [SAGE]	(Check	all applicable)			
COLA WICHALL P				X	Director	10% Owner		
(Last) C/O SAGE TH	(First) ERAPEUTIC	(Middle) S, INC.	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019		Officer (give title below)	Other (specify below)		
215 FIRST STREET								
215 FIK51 51 KEE1			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable		
(Street)				X	Form filed by One Re	porting Person		
CAMBRIDGE	MA	02142	_		Form filed by More th Person	an One Reporting		
(Citv)	(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 (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership 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)	\$177.41	06/05/2019		A		10,000		(1)	06/05/2029	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 in accordance with the terms of the Amended and Restated Non-Employee Director Compensation Policy. The option will vest in full upon the earlier to occur of June 5, 2020 or the day immediately prior to the 2020 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 Michael F.</u> 06/06/2019 <u>Cola</u>

** 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.