Sage Therapeutics, Inc. Form 4

January 27, 2015

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 OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

Sage Therapeutics, Inc. [SAGE]

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **IGUCHI KIMI**

(Middle)

(First)

C/O SAGE THERAPEUTICS. INC., 215 FIRST STREET

CAMBRIDGE, MA 02142

(Street)

(Month/Day/Year)

01/23/2015

Symbol

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

Beneficially Owned Following Reported

5. Amount of

Securities

Transaction(s) (Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO, Secretary and Treasurer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

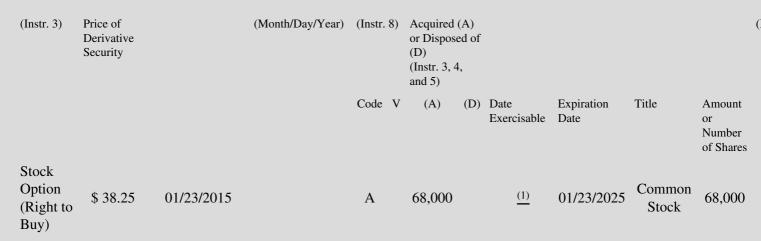
Indirect

Estimated average

burden hours per

1

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

IGUCHI KIMI C/O SAGE THERAPEUTICS, INC. 215 FIRST STREET CAMBRIDGE, MA 02142

CFO, Secretary and Treasurer

Signatures

/s/ Kimi Iguchi 01/27/2015

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).

The securities awarded on 1/23/2015 were in the form of stock options issued pursuant to the Sage Therapeutics, Inc. 2014 Stock Option and Incentive Plan. Options to purchase 5,000 shares of common stock shall vest on the one year anniversary of the Vesting Start Date with 15,000 shares vesting in 36 equal monthly installments thereafter. Options to purchase 48,000 shares of common stock shall vest periodically over the next four years upon the recipient reaching certain milestone requirements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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