

Sage Therapeutics, Inc.
Form 4
November 13, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STARR KEVIN P

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sage Therapeutics, Inc. [SAGE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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)
Common Stock	11/12/2015		J ⁽¹⁾	1,700,000 D	\$ 0 4,742,916	I	See footnote (2)
Common Stock	11/12/2015		J ⁽³⁾	109,832 A	\$ 0 109,832	I	See footnote (4)
Common Stock	11/12/2015		J ⁽⁵⁾	109,832 D	\$ 0 0	I	See footnote (4)
Common	11/12/2015		J ⁽⁶⁾	15,986 A	\$ 0 65,227	D	

Edgar Filing: Sage Therapeutics, Inc. - Form 4

disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

- (3) TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.

The shares are directly held by TRV GP. As such, each of TRV GP LLC, Levin, the Reporting Person and Tepper exercises shared voting and investment power over the shares held of record TRV GP. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

- (5) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.

- (6) The Reporting Person received shares distributed in kind by TRV GP on a pro rata basis to its partners.

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.