

Sage Therapeutics, Inc.  
Form 8-K  
September 15, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 14, 2016**

**Sage Therapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36544**  
**(Commission**  
  
**File Number)**

**27-4486580**  
**(I.R.S. Employer**  
  
**Identification No.)**

**215 First Street**

**02142**

**Cambridge, MA**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (617) 299-8380**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On September 14, 2016, Sage Therapeutics, Inc. (the Company), completed the sale of 5,062,892 shares of its common stock to the underwriters as part of the Company's previously announced public offering at the public offering price of \$39.75 per share, less underwriting discounts and commissions, including the exercise in full by the underwriters of their option to purchase up to 660,377 additional shares of common stock of the Company. The Company's proceeds raised in the offering, after underwriting discounts and commissions, and before estimated expenses of the offering, were approximately \$189.2 million.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 15, 2016

**SAGE THERAPEUTICS, INC.**

By: /s/ Anne Marie Cook  
Anne Marie Cook

Senior Vice President, General Counsel