

Sage Therapeutics, Inc.  
Form 8-K  
November 17, 2017

**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): November 17, 2017**

**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**

**Cambridge, MA**

**(Address of principal executive offices)**

**02142**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On November 17, 2017, Sage Therapeutics, Inc. (the Company) completed the sale of 4,058,822 shares of its common stock to the underwriters as part of the Company's previously announced public offering at the public offering price of \$85.00 per share, less underwriting discounts and commissions, including the exercise in full by the underwriters of their option to purchase up to 529,411 additional shares of common stock of the Company (the Offering). The Company's proceeds raised in the offering, after underwriting discounts and commissions, and before estimated expenses of the offering, were approximately \$326.0 million.

On November 17, 2017, the Company issued a press release announcing the completion of the Offering. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

No.	Description
99.1	<u>Press release issued by Sage Therapeutics, Inc. on November 17, 2017.</u>

**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: November 17, 2017

**SAGE THERAPEUTICS, INC.**

By: /s/ Anne Marie Cook  
Anne Marie Cook

Senior Vice President, General Counsel