

PAUL STEVEN M
Form 4
March 20, 2019

FORM 4

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

OMB APPROVAL

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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 *
PAUL STEVEN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

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

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

(Street)

CAMBRIDGE, MA 02142

(City) (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. 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)
			Code	V	Amount (A) or (D) Price		
Common Stock					272,777	D	
Common Stock	03/18/2019		S ⁽¹⁾⁽²⁾	900	D \$ 161.01 (3)	I	See footnote (2)
Common Stock	03/18/2019		S ⁽¹⁾⁽⁴⁾	1,200	D \$ 161.14 (5)	I	See footnote (4)
Common Stock	03/18/2019		S ⁽¹⁾⁽⁶⁾	800	D \$ 161.02 (7)	I	See footnote (6)

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Common Stock	03/18/2019	<u>S⁽¹⁾⁽⁸⁾</u>	875	D	\$ <u>161.01</u> <u>(9)</u>	186,925	I	See footnote (8)
Common Stock	03/20/2019	<u>S⁽¹⁾⁽¹⁰⁾</u>	14,321	D	\$ <u>161.32</u> <u>(11)</u>	172,604	I	See footnote (10)
Common Stock	03/20/2019	<u>S⁽¹⁾⁽¹²⁾</u>	16,182	D	\$ <u>161.2</u> <u>(13)</u>	156,422	I	See footnote (12)
Common Stock	03/20/2019	<u>S⁽¹⁾⁽¹⁴⁾</u>	13,096	D	\$ <u>161.32</u> <u>(15)</u>	143,326	I	See footnote (14)
Common Stock	03/20/2019	<u>S⁽¹⁾⁽¹⁶⁾</u>	13,047	D	\$ <u>161.35</u> <u>(17)</u>	130,279	I	See footnote (16)

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAUL STEVEN M C/O SAGE THERAPEUTICS, INC. 215 FIRST STREET				

CAMBRIDGE, MA 02142

Signatures

/s/ Jennifer Fitzpatrick, as Attorney-in-Fact for Steven
M. Paul

03/20/2019

*_Signature of Reporting Person

Date

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).
- (1) The sales reported on this Form 4 were effected by the Aaron Paul Trust, the Austin Paul Trust, the Jordan Fisch Trust and the McGill Trust pursuant to trading plans adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- Represents 46,689 shares held directly by the McGill Trust; 46,566 shares held directly by the Jordan Fisch Trust; 46,782 shares held directly by the Aaron Paul Trust; and 32,567 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16
- (10) beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$162.355 USD. The price reported above
- (11) reflects the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents 46,689 shares held directly by the McGill Trust; 46,566 shares held directly by the Jordan Fisch Trust; 30,600 shares held directly by the Aaron Paul Trust; and 32,567 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16
- (12) beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$161.87 USD. The price reported above reflects
- (13) the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents 33,593 shares held directly by the McGill Trust; 46,566 shares held directly by the Jordan Fisch Trust; 30,600 shares held directly by the Aaron Paul Trust; and 32,567 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16
- (14) beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$162.36 USD. The price reported above reflects
- (15) the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents 33,593 shares held directly by the McGill Trust; 33,519 shares held directly by the Jordan Fisch Trust; 30,600 shares held directly by the Aaron Paul Trust; and 32,567 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16
- (16) beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$162.46 USD. The price reported above reflects
- (17) the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents 47,889 shares held directly by the McGill Trust; 47,366 shares held directly by the Jordan Fisch Trust; 47,657 shares held directly by the Aaron Paul Trust; and 46,888 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16
- (2) beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$161.03 USD. The price reported above reflects
- (3) the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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(4) Represents 46,689 shares held directly by the McGill Trust; 47,366 shares held directly by the Jordan Fisch Trust; 47,657 shares held directly by the Aaron Paul Trust; and 46,888 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16 beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(5) This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$161.38 USD. The price reported above reflects the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) Represents 46,689 shares held directly by the McGill Trust; 46,566 shares held directly by the Jordan Fisch Trust; 47,657 shares held directly by the Aaron Paul Trust; and 46,888 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16 beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(7) This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$161.16 USD. The price reported above reflects the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) Represents 46,689 shares held directly by the McGill Trust; 46,566 shares held directly by the Jordan Fisch Trust; 46,782 shares held directly by the Aaron Paul Trust; and 46,888 shares held directly by the Austin Paul Trust. The reporting person disclaims Section 16 beneficial ownership of the shares held in each of these trusts, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(9) This transaction was executed in multiple trades at prices ranging from \$161.00 USD to \$161.05 USD. The price reported above reflects the weighted average sale price. The issuer hereby undertakes to provide, upon request, to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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