#### Edgar Filing: Sage Therapeutics, Inc. - Form 4

Sage Therap Form 4												
June 22, 20										0145.45		
FORM	<b>Л 4</b> <sub>UNITED</sub>	STATES	SECUI	RITIES	A	ND EXCH	ANG	E CC	MMISSION		PROVAL	
		<b>DINIL</b> S				D.C. 20549				OMB Number:	3235-0287	
Check the if no lon subject to Section Form 4 Form 5	to <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
obligation may cor <i>See</i> Insta 1(b).	ons Section 17(	(a) of the l	Public U	tility Ho	old		ny A	ct of 1	Act of 1934, 935 or Section	l		
(Print or Type	Responses)											
	Address of Reporting Ventures II, L.P.		Symbol			Ticker or Trad			Relationship of I ssuer	Reporting Pers	son(s) to	
(Last)	(First) (	Middle)	C	e of Earliest Transaction					(Check	heck all applicable)		
	D ROCK VENTU EWBURY STRE		(Month/I 06/19/2	Day/Year) 2015	1			 - b	Director Officer (give t elow)	itleOthe below)	6 Owner er (specify	
	(Street)			endment, l nth/Day/Ye		te Original			. Individual or Joi applicable Line) Form filed by Or			
BOSTON,	MA 02116								X_ Form filed by M Person	lore than One Re	eporting	
(City)	(State)	(Zip)	Tab	le I - Non	I-D	erivative Sec	urities	Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code	tior )	4. Securities A pr Disposed o (Instr. 3, 4 and Amount	f (D)	ed (A) Price	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	06/19/2015			J <u>(1)</u>		1,000,000	D	\$0	8,773,073	D (2)		
Common Stock	06/19/2015			J <u>(3)</u>		64,607	А	\$0	64,607	D (4)		
Common Stock	06/19/2015			J <u>(5)</u>		64,607	D	\$0	0	D (4)		
Common Stock	06/19/2015			J <u>(6)</u>		9,402	А	\$0	27,330	D		
Common Stock	06/19/2015			J <u>(7)</u>		9,403	А	\$0	27,331	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative		· · ·		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	2				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì.
					4, and 5)						
					,,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Literensuole	Duit		of		

Code V (A) (D)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of the reader of	Director	10% Owner	Officer	Other			
Third Rock Ventures II, L.P. C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		Х					
Third Rock Ventures GP II, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		Х					
TRV GP II, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		Х					
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		Х					
TEPPER ROBERT I 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		Х					

Shares

# Signatures

/s/ Third Rock Ventures II, L.P. by Third Rock Ventures GP II, L.P. its general partner by TRV GP II, LLC its general partner					
**Signature of Reporting Person	Date				
/s/ Third Rock Ventures GP II, L.P. by TRV GP II, LLC its general partner					
**Signature of Reporting Person	Date				
/s/ TRV GP II, LLC	06/22/2015				
**Signature of Reporting Person	Date				
/s/ Kevin Gillis by power of attorney for Mark Levin	06/22/2015				
<u>**</u> Signature of Reporting Person	Date				
/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper	06/22/2015				
**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) Distribution of shares in kind by Third Rock Ventures II, L.P. ("TRV") on a pro rata basis to its partners.

The shares are directly held by Third Rock Ventures II, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP II, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP II, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark

- (2) Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper") and, as such, each of TRV GP, TRV GP LLC, Levin, Starr and Tepper exercises shared voting and investment power over the shares held of record by TRV. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their 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, Starr and Tepper exercises shared voting and investment(4) power over the shares held of record TRV GP. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.
- (5) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.
- (6) Levin received shares distributed in kind by TRV GP on a pro rata basis to its partners.
- (7) Tepper 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.