

Sage Therapeutics, Inc.  
Form S-8  
February 29, 2016

As filed with the Securities and Exchange Commission on February 29, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SAGE THERAPEUTICS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**Sage Therapeutics, Inc.**

**27-4486580**  
**(I.R.S. Employer**

**Identification No.)**

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**215 First Street**

**Cambridge, MA 02142**

**(Address of Principal Executive Offices)**

**Sage Therapeutics, Inc.**

**2014 Stock Option and Incentive Plan**

**(Full Title of the Plans)**

**Jeffrey M. Jonas, M.D.**

**President and Chief Executive Officer**

**Sage Therapeutics, Inc.**

**215 First Street**

**Cambridge, Massachusetts 02142**

**(617) 299-8380**

**(Name and Address of Agent For Service)**

*Copy to:*

**Anne Marie Cook**

**Senior Vice President, General Counsel**

**Sage Therapeutics, Inc.**

**215 First Street**

**Cambridge, MA 02142**

**(617) 299-8380**

**Mitchell S. Bloom, Esq.**

**Michael H. Bison, Esq.**

**Laurie A. Burlingame, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, MA 02109**

**(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount Registered(1) to be	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price per Share(2)	Maximum Aggregate Offering Price	
Common Stock, \$0.0001 par value per share	1,154,653 shares(3)	\$30.75	\$35,505,579.75	\$3,575.42

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional shares of common stock which become issuable under the Registrant's 2014 Stock Option and Incentive Plan (the Plan) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant's common stock, as quoted on the Nasdaq Global Market, on February 26, 2016.
- (3) Represents an automatic increase to the number of shares available for issuance under the Plan, effective January 1, 2016. Shares available for issuance under the Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on July 18, 2014 (Registration No. 333-197498) and May 29, 2015 (Registration No. 333- 204549).

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2014 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1 by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2016, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,154,653. This Registration Statement registers these additional 1,154,653 shares of Common Stock. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-197498) on July 18, 2014, is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-197498) is hereby incorporated by reference pursuant to General Instruction E.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts on the 29th day of February, 2016.

**SAGE THERAPEUTICS, INC.**

By: /s/ Jeffrey M. Jonas  
 Jeffrey M. Jonas, M.D.  
 Chief Executive Officer, President

and Director

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Sage Therapeutics, Inc., hereby severally constitute and appoint Jeffrey M. Jonas and Kimi Iguchi, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated below.

Signature	Title	Date
/s/ Jeffrey M. Jonas	Chief Executive Officer, President and Director	February 29, 2016
Jeffrey M. Jonas, M.D.	(Principal Executive Officer)	
/s/ Kimi Iguchi	Chief Financial Officer	February 29, 2016
Kimi Iguchi	(Principal Financial and Accounting Officer)	
/s/ Robert T. Nelsen	Director	February 29, 2016
Robert T. Nelsen		
/s/ Steven Paul	Director	

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Steven Paul, M.D.		February 29, 2016
/s/ Kevin P. Starr	Director	February 29, 2016
Kevin P. Starr		
/s/ Howard Pien	Director	February 29, 2016
Howard Pien		
/s/ James Frates	Director	February 29, 2016
James Frates		
/s/ Michael F. Cola	Director	February 29, 2016
Michael F. Cola		

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196849) filed on July 8, 2014)
4.2	Fifth Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196849) filed on July 8, 2014)
4.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196849) filed on July 8, 2014)
4.4	Second Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders dated March 11, 2014 (incorporated by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196849) filed on July 8, 2014)
5.1 *	Opinion of Goodwin Procter LLP
23.1 *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2 *	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1 *	Power of Attorney (included on signature page)
99.1	2014 Stock Option and Incentive Plan and forms of agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196849) filed on July 8, 2014)

\* Filed herewith.