

Sage Therapeutics, Inc.  
Form 4  
August 19, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Third Rock Ventures II, L.P.

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES,  
LLC, 29 NEWBURY STREET, 3RD  
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**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)
Common Stock	08/19/2016		J <sup>(1)</sup>	1,000,000	D <u>(1)</u>	2,892,916	D <sup>(2)</sup>
Common Stock						138,917 <sup>(3)</sup>	D <sup>(4)</sup>
Common Stock						138,917 <sup>(3)</sup>	D <sup>(5)</sup>

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**

SEC 1474  
(9-02)

**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 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 Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		X		
Third Rock Ventures GP II, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
TRV GP II, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
TEPPER ROBERT I 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		

## 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 08/19/2016

\_\_\_\_Signature of Reporting Person

Date

/s/ Third Rock Ventures GP II, L.P. by TRV GP II, LLC its general partner 08/19/2016

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

\*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ TRV GP II, LLC

08/19/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Kevin Gillis by power of attorney for Mark Levin

08/19/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper

08/19/2016

**\*\*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) On August 19, 2016, Third Rock Ventures II, L.P. ("TRV II") distributed, for no consideration, 1,000,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to Third Rock Ventures GP II, L.P. ("TRV GP II"), the general partner of TRV II, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP II distributed, for no consideration, the Shares it received in the distribution by TRV II to its partners, representing each such partner's pro rata interest in such Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

(2) These shares are directly held by TRV II. The general partner of TRV II is TRV GP II. The general partner of TRV GP II is TRV GP II, LLC ("TRV GP II LLC"). The individual managers of TRV GP II LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP II, TRV GP II LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

(3) Includes 73,691 Shares received in connection with the distribution from TRV GP II described in footnote (1) above.

(4) The shares are directly hold by Dr. Robert Tepper.

(5) The shares are directly held by Mark Levin.

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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