Sage Therapeutics, Inc. Form 4

Check this box

if no longer

subject to

January 20, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

Sage Therapeutics, Inc. [SAGE]

(Check all applicable)

C/O THIRD ROCK VENTURES,

(Middle)

(Zip)

(Month/Day/Year) 01/16/2015

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

LLC, 29 NEWBURY STREET, 3RD **FLOOR**

(State)

(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 _X_ Form filed by More than One Reporting

Person

Table I Non Derivative Securities Acquired Disposed of an Paneficially Ov

BOSTON, MA 02116

(City)

()	, (23332)	Table	e I - Non-D	erivative Se	curiti	es Acqu	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of			3. T	4. Securitie	•		5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Disp (Instr. 3, 4		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(msu. 1)	(msu. 1)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Commo Stock	n 01/16/2015		J <u>(1)</u>	652,758	D	\$0	11,028,250	D (2)	
Commo Stock	n 01/16/2015		J <u>(3)</u>	42,173	A	\$0	42,173	D (4)	
Commo Stock	n 01/16/2015		J <u>(5)</u>	42,173	D	\$0	0	D (4)	

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)

Edgar Filing: Sage Therapeutics, Inc. - Form 4

displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De	Fitle of rivative curity	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. onNumber of	6. Date Exerc Expiration D (Month/Day/	ate	7. Tit	unt of	8. Price of Derivative Security	9. Nu Deriv Secu
Security (Instr. 3)		or Exercise Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)	e`s		Underlying Securities (Instr. 3 and 4)	(Instr. 5)	Bene Owne Follo Repo Trans (Instr	
						(Instr. 3, 4, and 5)				Amount		
							Date Exercisable	Expiration Date	Title	or Number of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
copocong o mac : mac /	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				
**Signature of Reporting Person	Date			
/s/ Third Rock Ventures GP II, L.P. by TRV GP II, LLC its general partner	01/20/2015			

Reporting Owners 2

Edgar Filing: Sage Therapeutics, Inc. - Form 4

	**Signature of Reporting Person		Date
/s/ TRV GP II, LLC			01/20/2015
	**Signature of Reporting Person		Date
/s/ Kevin Gillis by power of attorney for Mark Levin			01/20/2015
	**Signature of Reporting Person		Date
/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper			
	**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.

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.

Signatures 3