

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                              |           |
|----------------------------------------------|-----------|
| OMB APPROVAL                                 |           |
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|                                                                                                                                                                                                                                                                               |                                                                                                                           |                                                                                                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Jacobson Mark L.</u><br><br>(Last) (First) (Middle)<br><u>C/O AXSOME THERAPEUTICS, INC.</u><br><u>ONE WORLD TRADE CENTER, 29TH FLOOR</u><br><br>(Street)<br><u>NEW YORK</u> <u>NY</u> <u>10007</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Axsome Therapeutics, Inc.</u> [ <u>AXSM</u> ]<br>Foreign Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Operating Officer</u> |
|                                                                                                                                                                                                                                                                               | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/03/2026</u>                                                     |                                                                                                                                                                                                                                |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                                                                                                      |                                                                                                                           |                                                                                                                                                                                                                                |

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                    | 09/03/2026                           |                                                    | M <sup>(1)(2)</sup>            |   | 10,000                                                            | A          | \$12.95                 | 10,000                                                                                        | D                                                        |                                                       |
| Common Stock                    | 09/03/2026                           |                                                    | S <sup>(2)(3)</sup>            |   | 10,000                                                            | D          | \$208.65 <sup>(4)</sup> | 0                                                                                             | D                                                        |                                                       |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D)    | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Stock Option (Right to Buy)                | \$12.95                                                | 09/03/2026                           |                                                    | M <sup>(1)(2)</sup>            |   |                                                                                        | 10,000 | 03/19/2020                                               | 03/19/2029      | Common Stock 10,000                                                               | \$0.00                                     | 104,954                                                                                            | D                                                         |                                                        |

Explanation of Responses:

1. Represents an exercise of stock options which were held for 7 years and exercised prior to the 10 year expiration date of such options.
2. Such transaction was pursuant to a pre-approved 10b5-1 plan.
3. Represents the subsequent sale of the underlying shares of the aforementioned exercise of stock options.
4. Represents the weighted average sale price of a series of open market transactions with sale prices ranging between \$206.41 and \$210.34.

/s/ Mark Jacobson

09/03/2026

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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 Number.