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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(D)  
of the Securities Exchange Act of 1934**

**June 16, 2017**

Date of report (Date of earliest event reported)

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**Axsome Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37635**  
(Commission  
File Number)

**45-4241907**  
(IRS Employer  
Identification No.)

**25 Broadway, 9th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10004**  
(Zip Code)

Registrant's telephone number, including area code **(212) 332-3241**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  x

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 16, 2017, the Board of Directors (the "Board") of Axsome Therapeutics, Inc. (the "Company"), increased the size of the Board from four to five directors, and appointed Myrtle Potter as a director, as chairman of the Board's Compensation Committee, and as a member of the Board's Audit Committee and Nominating and Corporate Governance Committee. Ms. Potter will serve as a Class II member of the Board. The terms of Class II directors expire at the 2020 Annual Meeting of Shareholders.

Ms. Potter is the Chief Executive Officer and Founder of Myrtle Potter & Company, a healthcare and life science advisory firm, which she founded in 2005. Ms. Potter previously served as the President, Commercial Operations and Chief Operating Officer of Genentech, Inc. from 2000 to 2005, where she also served on the Executive Committee and was Co-Chair of the Product Portfolio Committee. At Genentech, Ms. Potter led the commercialization of a number of products including Avastin™, Rituxan™, Herceptin™, Tarceva™, Xolair™, Nutropin™, Activase™, and TNkase™. Prior to joining Genentech, she held executive operating positions at Bristol-Myers Squibb Company and Merck & Co., Inc. While at Merck, she started the joint venture entity Astra Merck Inc., which through merger, later became AstraZeneca plc. She began her career with Procter & Gamble Co. Patient Care Products. Ms. Potter currently serves on the Board of Directors of Liberty Mutual Holding Company, Rite Aid Corporation, Inmed Incorporated, and Proteus Digital Health, Inc. She is also on the Board of Trustees of The University of Chicago and previously served on the boards of Everyday Health, LLC, Medco Health Solutions, Inc., and Amazon.com, Inc. Ms. Potter holds a Bachelor of Arts Degree from The University of Chicago.

Ms. Potter will receive the standard compensation amounts payable to non-employee directors of the Company, as described in the Company's proxy statement for the 2017 annual meeting of stockholders filed with the Securities and Exchange Commission on April 28, 2017. Her annual cash retainer will be pro-rated for 2017 to reflect her expected term of service during the calendar year. Also pursuant to these arrangements, on June 16, 2017, Ms. Potter received an initial grant of an option to purchase 22,000 shares of the Company's common stock with an exercise price equal to the closing price of the Company's common stock on the date of grant. The option vests in three equal annual installments, subject to her continued service on the Board through each vesting date.

Also on June 16, 2017, Ms. Potter received a grant of an option to purchase 8,197 shares of the Company's common stock with an exercise price equal to the closing price of the Company's common stock on the date of grant. The option vests one year from the date of grant, subject to her continued service on the Board through the vesting date.

There is no arrangement or understanding between Ms. Potter and any other person pursuant to which Ms. Potter was appointed as a director. The Board has determined that Ms. Potter is an independent director in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.

#### Item 7.01 Regulation FD Disclosure

On June 19, 2017, the Company issued a press release announcing that Myrtle Potter had been appointed to the Board. The Company is furnishing a copy of the press release, which is attached hereto as Exhibit 99.1.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto), shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated June 19, 2017.

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

##### Axsome Therapeutics, Inc.

Dated: June 19, 2017

By: /s/ Herriot Tabuteau, M.D.  
Name: Herriot Tabuteau, M.D.  
Title: President and Chief Executive Officer

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## Axsome Therapeutics Appoints Myrtle Potter to its Board of Directors

NEW YORK, June 19, 2017 (Globe Newswire) — Axsome Therapeutics, Inc. (NASDAQ: AXSM), a clinical-stage biopharmaceutical company developing novel therapies for the management of central nervous system (CNS) disorders, today announced the appointment of Myrtle Potter to its Board of Directors. Ms. Potter is the Chief Executive Officer and Founder of Myrtle Potter & Company, a healthcare and life science advisory firm. Ms. Potter previously served as the President, Commercial Operations and Chief Operating Officer of Genentech, and held executive operating positions at Bristol-Myers Squibb and Merck.

“Myrtle Potter is a recognized healthcare leader with extensive experience and unparalleled success in commercializing numerous innovative medicines,” said Herriot Tabuteau, M.D., Chief Executive Officer and Chairman of the Board of Axsome. “We are extremely pleased to welcome her to our Board. Her commercialization, operational, strategic, and business development expertise will be of substantial benefit to Axsome as our AXS-02 and AXS-05 product candidates advance towards pivotal data readouts.”

“I am thrilled to join Axsome’s Board of Directors,” said Ms. Potter. “The Company’s diversified clinical pipeline has the potential to generate differentiated therapeutics for multiple serious CNS and chronic pain conditions with currently limited treatment options. I am eager to start working with my fellow Axsome Board members and look forward to supporting the management team to serve the needs of patients and maximize the value of the Company’s product candidate portfolio for the benefit of shareholders.”

Ms. Potter was President, Commercial Operations and Chief Operating Officer of Genentech from 2000 to 2005, where she also served on the Executive Committee and was Co-Chair of the Product Portfolio Committee. At Genentech Ms. Potter led the commercialization of a number of products including Avastin™, Rituxan™, Herceptin™, Tarceva™, Xolair™, Nutropin™, Activase™, and TNkase™. Prior to joining Genentech, Ms. Potter was President of Bristol-Myers Squibb’s \$3.5 billion, 3,500-person U.S. Cardiovascular and Metabolic Business. Before Bristol-Myers Squibb, Ms. Potter worked at Merck & Co. for fourteen years in roles of increasing responsibility, including Vice President of an \$800 million U.S. pharmaceutical business unit. While at Merck, she started the joint venture entity Astra Merck, which through merger, later became AstraZeneca. She began her career with Procter and Gamble Patient Care Products.

Ms. Potter currently serves on the Board of Directors of Liberty Mutual Holding Company, Rite Aid Corporation, Insmad, and Proteus Digital Health. She is also on the Board of Trustees of The University of Chicago and previously served on the boards of Everyday Health, Medco Health Solutions and Amazon.com. Ms. Potter holds a Bachelor of Arts Degree from The University of Chicago.

### About Axsome Therapeutics, Inc.

Axsome Therapeutics, Inc. is a clinical-stage biopharmaceutical company developing novel therapies for the management of central nervous system (CNS) disorders for which there are limited treatment options. Axsome’s product candidate portfolio includes two late-stage candidates, AXS-05 and AXS-02. AXS-05 is currently in a Phase 3 trial in treatment resistant depression (TRD), and a Phase 2/3 trial in agitation in patients with Alzheimer’s disease (AD) is planned. AXS-02 is currently in Phase 3 trials in complex regional pain syndrome (CRPS) and knee osteoarthritis (OA) associated with bone marrow lesions (BMLs) with an additional Phase 3 trial planned in chronic low back pain (CLBP) associated with Modic changes (MCs). AXS-05 and AXS-02 are investigational drug products not approved by the FDA. For more information, please visit the company website at [www.axsome.com](http://www.axsome.com). The company may occasionally disseminate material, nonpublic information on the company website.

### Forward Looking Statements

Certain matters discussed in this press release are “forward-looking statements”. We may, in some cases, use terms such as “predicts,” “believes,” “potential,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. In particular, the Company’s statements regarding trends and potential future results are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the success, timing and cost of our ongoing clinical trials and anticipated

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clinical trials for our current product candidates, including statements regarding the timing of initiation, interim analyses and completion of the trials; the timing of and our ability to obtain and maintain U.S. Food and Drug Administration or other regulatory authority approval of, or other action with respect to, our product candidates; the Company’s ability to successfully defend its intellectual property or obtain the necessary licenses at a cost acceptable to the Company, if at all; the successful implementation of the Company’s research and development programs and collaborations; the success of the Company’s license agreements; the acceptance by the market of the Company’s product candidates, if approved; and other factors, including general economic conditions and regulatory developments, not within the Company’s control. The factors discussed herein could cause actual results and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstance.

### Axsome Contact:

Mark Jacobson  
 Vice President, Operations  
 Axsome Therapeutics, Inc.  
 25 Broadway, 9<sup>th</sup> Floor  
 New York, NY 10004  
 Tel: 212-332-3243  
 Email: [mjacobson@axsome.com](mailto:mjacobson@axsome.com)

