

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>JEFFS ROGER</u> (Last) (First) (Middle) <u>C/O AXSOME THERAPEUTICS, INC</u> <u>200 BROADWAY, 3RD FLOOR</u> (Street) <u>NEW YORK NY 10038</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axsome Therapeutics, Inc. [AXSM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/10/2020</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	01/10/2020		M		9,127 ⁽¹⁾	A	\$9	65,747	D	
Common Stock	01/10/2020		M		5,193 ⁽¹⁾	A	\$8.02	70,940	D	
Common Stock	01/10/2020		M		11,000 ⁽¹⁾	A	\$4.95	81,940	D	
Common Stock	01/10/2020		M		34,866 ⁽¹⁾	A	\$12.95	116,806	D	
Common Stock								46,912	I	GRAT ⁽²⁾

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9	01/10/2020		M		9,127		11/19/2016	11/18/2025	Common Stock	9,127 ⁽¹⁾	\$0	0	D	
Stock Option (Right to Buy)	\$8.02	01/10/2020		M		5,193		05/27/2016	05/26/2026	Common Stock	5,193 ⁽¹⁾	\$0	0	D	
Stock Option (Right to Buy)	\$4.95	01/10/2020		M		11,000		03/15/2018	03/14/2027	Common Stock	11,000 ⁽¹⁾	\$0	0	D	
Stock Option (Right to Buy)	\$12.95	01/10/2020		M		34,866		03/19/2019	03/18/2029	Common Stock	34,866 ⁽¹⁾	\$0	0	D	

Explanation of Responses:

- The Reporting Person has elected to exercise and hold the shares at this time.
- Represents additional shares held indirectly by the Reporting Person prior to January 10, 2019.

/s/ Herriot Tabuteau, M.D., 01/14/2020
Attorney-in-Fact

** 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.