



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

December 14, 2016

Herriot Tabuteau, M.D.  
President and Chief Executive Officer  
Axsome Therapeutics, Inc.  
25 Broadway  
9th Floor  
New York, New York 10004

**Re: Axsome Therapeutics, Inc.  
Registration Statement on Form S-3  
Filed December 1, 2016  
File No. 333-214859**

Dear Dr. Tabuteau:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Scot Foley at (202) 551-3383 or Mary Beth Breslin at (202) 551-3625 with any questions.

Sincerely,

/s/ Mary Beth Breslin for

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance

cc: Emilio Ragosa, Esq.