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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001579428</p> <p>Name of Issuer Axsome Therapeutics, Inc.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization Over Five Years Ago X Within Last Five Years (Specify Year) 2012 Yet to Be Formed</p>	<p>Previous Names X None</p>	<p>Entity Type</p> <p>X Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)</p>
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2. Principal Place of Business and Contact Information

Name of Issuer			
Axsome Therapeutics, Inc.			
Street Address 1		Street Address 2	
45 ROCKEFELLER PLAZA, SUITE 2000			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
NEW YORK	NEW YORK	10111	212-203-5072

3. Related Persons

Last Name	First Name	Middle Name
Tabuteau	Herriot	
Street Address 1	Street Address 2	
45 Rockefeller Plaza, Suite 2000		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10111
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	X Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		

Debt
 Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Tenant-in-Common Securities
Mineral Property Securities
Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$25,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Brookline Group, LLC	153587	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

Street Address 1

2501 Twentieth Place South

City

Birmingham

Street Address 2

Suite 275

State/Province/Country

ALABAMA

ZIP/Postal Code

35223

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

ALABAMA
ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
GEORGIA
ILLINOIS
KANSAS
MARYLAND
MASSACHUSETTS
MISSISSIPPI
MISSOURI
NEW JERSEY
NEW YORK
NORTH CAROLINA
PENNSYLVANIA
SOUTH CAROLINA
TENNESSEE
TEXAS
WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount \$3,500,000 USD or Indefinite

Total Amount Sold \$1,185,000 USD

Total Remaining to be Sold \$2,315,000 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$280,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Commissions are based on a percentage. This is the maximum amount payable assuming full amount of offering is sold. Commission includes warrants in addition to cash payment.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Axsome Therapeutics, Inc.	Herriot Tabuteau	Herriot Tabuteau	Chief Executive Officer	2013-07-02

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
