

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Jacobson Mark L.</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)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>02/28/2020</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Axsome Therapeutics, Inc. [ AXSM ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

<b>1. Title of Security (Instr. 4)</b>	<b>2. Amount of Securities Beneficially Owned (Instr. 4)</b>	<b>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</b>	<b>4. Nature of Indirect Beneficial Ownership (Instr. 5)</b>
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	04/02/2024	Common Stock	24,662	1.3	D	
Stock Option (Right to Buy)	(2)	06/17/2024	Common Stock	19,862	1.3	D	
Stock Option (Right to Buy)	(1)	12/28/2024	Common Stock	47,739	4.04	D	
Stock Option (Right to Buy)	(1)	09/14/2025	Common Stock	40,673	6.47	D	
Stock Option (Right to Buy)	(3)	05/26/2026	Common Stock	25,000	8.02	D	
Stock Option (Right to Buy)	(4)	03/14/2027	Common Stock	25,000	4.95	D	
Stock Option (Right to Buy)	(5)	09/12/2027	Common Stock	15,000	4.85	D	
Stock Option (Right to Buy)	(6)	03/11/2028	Common Stock	45,378	2.85	D	
Stock Option (Right to Buy)	(7)	03/19/2029	Common Stock	119,704	12.95	D	
Stock Option (Right to Buy)	(8)	10/10/2029	Common Stock	25,813	17.61	D	

**Explanation of Responses:**

- The option is exercisable immediately.
- 6,169 options will vest upon the achievement of certain performance based milestones and the remainder of the option is exercisable immediately.
- The option was granted on May 27, 2016, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on March 15, 2017, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on September 13, 2017, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on March 12, 2018, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on March 19, 2019, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on October 10, 2019. Fifty percent (50%) of the option is exercisable immediately as of the date of grant with the remaining fifty percent (50%) to vest in equal increments on a quarterly basis over a four (4) year period.

/s/ Mark Jacobson

03/09/2020

\*\* 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 5 (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.**