

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Jacobson Mark L.</u>  (Last) (First) (Middle) C/O AXSOME THERAPEUTICS, INC. 22 CORTLANDT STREET, 16TH FLOOR  (Street) NEW YORK NY 10007  (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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  <b>CHIEF OPERATING OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2023	
	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			

**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
Employee Stock Option (Right to Buy)	\$65.32	03/02/2023		A		41,424		(1)	03/01/2033	Common Stock	41,424	\$0.00	41,424	D	
Restricted Stock Units	(2)	03/02/2023		A		23,491		(3)	(3)	Common Stock	23,491	\$0.00	23,491	D	

**Explanation of Responses:**

- The option will vest in substantially equal quarterly installments over four years such that the option will be fully vested on March 2, 2027.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs will vest on the one (1) year anniversary of the date of grant. The remaining RSUs will vest in three substantially equal annual installments, such that the RSUs will be fully vested on March 2, 2027. Vested shares will be delivered to the reporting person upon the earlier of (i) the closing of a Change in Control (as defined in the Issuer's Amended and Restated 2015 Omnibus Incentive Compensation Plan (the "Plan")), (ii) the reporting person's separation of service from the Issuer (including termination with or without Cause (as defined in the Plan), or termination due to death or disability), or (iii) seven (7) years from the date of grant.

**Remarks:**

/s/ Mark Jacobson 03/06/2023  
 \*\* 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.**