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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(D)  
of the Securities Exchange Act of 1934**

**July 5, 2017**

Date of report (Date of earliest event reported)

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**Axsome Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

**001-37635**

(Commission  
File Number)

**45-4241907**

(IRS Employer  
Identification No.)

**25 Broadway, 9th Floor  
New York, New York**

(Address of principal executive offices)

**10004**

(Zip Code)

Registrant's telephone number, including area code **(212) 332-3241**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  x

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 5, 2017, the Board of Directors (the "Board") of Axsome Therapeutics, Inc. (the "Company") appointed John Golubieski as Chief Financial Officer of the Company, effective August 4, 2017 (the "Effective Date"), to serve until such time as his removal or resignation. On the Effective Date, Mr. Golubieski will assume responsibility as the Company's principal financial officer and principal accounting officer from Constance Ames, Vice President, Finance of the Company.

Mr. Golubieski, age 52, has served as Chief Financial Officer of Osmotica Holdings, LLC since February 2014. Previously, from July 2013 to June 2014, Mr. Golubieski served as Interim Chief Financial Officer of Lantheus Medical Imaging Inc. and as Chief Financial Officer of Fougera Pharmaceuticals, Inc. from July 2011 to October 2012. Prior to joining Fougera, from October 2005 to June 2011, Mr. Golubieski served as Senior Vice President, Financial Planning & Analysis of King Pharmaceuticals, Inc. From August 1989 until October 2005, Mr. Golubieski served in a number of capacities of increasing responsibility at Bristol-Myers Squibb Company in business and financial planning and analysis, and business and product development. From July 1987 until August 1989, Mr. Golubieski began his career at Price Waterhouse, where he served as staff accountant. Mr. Golubieski earned his Bachelor of Science degree in Commerce and his Masters degree in Business Administration from Rider University.

Mr. Golubieski's offer letter from the Company (referred to herein as the "Offer Letter"), provides for an annual base salary of \$325,000 and a target bonus of 40% of his annual base salary, prorated based on the Effective Date. He will also receive a sign-on bonus of \$50,000, which must be repaid in full if he voluntarily leaves the Company within one year of the Effective Date. On the Effective Date, Mr. Golubieski will receive an initial grant of 132,000 options to purchase shares of the Company's common stock under the Company's 2015 Omnibus Incentive Plan (the "Plan"). The options will have an exercise price equal to the fair market value on the date of grant and will vest over a four-year period as follows: 25% of the shares will vest on the first anniversary of the date of grant and the remaining 75% of the shares will vest in equal increments thereafter each quarter of the remaining three years. Mr. Golubieski will be eligible to receive future long-term incentive awards in accordance with the Plan.

Pursuant to the Offer Letter, Mr. Golubieski will be eligible to receive a severance payment equal to 6 months of his base salary at the time of his termination if, within 12 months following a change in control, the Company terminates his employment without cause, contingent upon the Company and Mr. Golubieski entering into a comprehensive separation and general release agreement.

The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by the terms and conditions of the Offer Letter, which the Company intends to file as an exhibit to its next periodic report.

#### **Item 7.01. Regulation FD Disclosure**

On July 6, 2017, the Company issued a press release announcing that Mr. Golubieski had been appointed as Chief Financial Officer of the Company, effective August 4, 2017. The Company is furnishing a copy of the press release, which is attached hereto as Exhibit 99.1.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto), shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

1

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#### **Item 9.01. Financial Statements and Exhibits.**

##### **(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated July 6, 2017.

2

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#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

##### **Axsome Therapeutics, Inc.**

Dated: July 7, 2017

By: /s/ Herriot Tabuteau, M.D.  
Name: Herriot Tabuteau, M.D.  
Title: President and Chief Executive Officer

3

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## Axsome Therapeutics Appoints John Golubieski as Chief Financial Officer

NEW YORK, July 6, 2017 (Globe Newswire) — Axsome Therapeutics, Inc. (NASDAQ: AXSM), a clinical-stage biopharmaceutical company developing novel therapies for the management of central nervous system (CNS) disorders, today announced the appointment of John Golubieski as Chief Financial Officer, effective August 4, 2017.

“John is an accomplished, results-oriented, financial executive who has held leadership roles in large multinational and specialty pharmaceutical companies,” said Herriot Tabuteau, M.D., Chief Executive Officer of Axsome. “His financial and accounting expertise, and significant transactional experience, in both publicly-traded and private equity-backed companies, will enhance Axsome’s organizational capabilities as we move towards our goal of becoming a fully integrated biopharmaceutical company.”

Prior to joining Axsome, Mr. Golubieski was the Chief Financial Officer of Osmotica Holdings, a commercial-stage, private equity-backed pharmaceutical company. Previously, he was the Chief Financial Officer of Fougera Pharmaceuticals, the former U.S. business of Nycomed, until its acquisition by Novartis for approximately \$1.5 billion. Prior to Fougera Pharmaceuticals, Mr. Golubieski was Senior Vice President, Financial Planning & Analysis of King Pharmaceuticals, until its acquisition by Pfizer for approximately \$3.6 billion. Prior to King Pharmaceuticals, he worked at Bristol-Myers Squibb as Senior Director, Strategic Analysis in the Worldwide Medicines Group where he was responsible for commercial valuation of development compounds, and where he had financial oversight of an operating division with \$1.8 billion in annual sales. Mr. Golubieski began his career at Price Waterhouse, where he served as staff accountant. He earned his B.S. in Commerce and his M.B.A. from Rider University.

“I am delighted to become part of the Axsome management team at such an exciting time for the company,” said Mr. Golubieski. “Axsome’s deep and growing late-stage clinical pipeline for difficult-to-treat CNS disorders, worldwide product rights, and registration strategies in both the U.S. and the E.U., provide the potential for significant value creation. I look forward to applying my skills and experience to support the realization of this potential.”

### About Axsome Therapeutics, Inc.

Axsome Therapeutics, Inc. is a clinical-stage biopharmaceutical company developing novel therapies for the management of central nervous system (CNS) disorders for which there are limited treatment options. Axsome’s product candidate portfolio includes two late-stage candidates, AXS-05 and AXS-02. AXS-05 is currently in a Phase 3 trial in treatment resistant depression (TRD), and a Phase 2/3 trial in agitation in patients with Alzheimer’s disease (AD) is planned. AXS-02 is currently in Phase 3 trials in complex regional pain syndrome (CRPS) and knee osteoarthritis (OA) associated with bone marrow lesions (BMLs) with an additional Phase 3 trial planned in chronic low back pain (CLBP) associated with Modic changes (MCs). AXS-05 and AXS-02 are investigational drug products not approved by the FDA. For more information, please visit the company website at [www.axsome.com](http://www.axsome.com). The company may occasionally disseminate material, nonpublic information on the company website.

### Forward Looking Statements

Certain matters discussed in this press release are “forward-looking statements”. We may, in some cases, use terms such as “predicts,” “believes,” “potential,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. In particular, the Company’s statements regarding trends and potential future results are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the success, timing and cost of our ongoing clinical trials and anticipated clinical trials for our current product candidates, including statements regarding the timing of initiation, interim analyses and completion of the trials; the timing of and our ability to obtain and maintain U.S. Food and Drug Administration or other regulatory authority approval of, or other action with respect to, our product candidates; the Company’s ability to successfully defend its intellectual property or obtain the necessary licenses at a cost acceptable to the Company, if at all; the successful implementation of the Company’s research and development programs and collaborations; the success of the Company’s license agreements; the acceptance by the market of the Company’s product candidates, if approved; and other factors, including general economic conditions and regulatory developments, not within the Company’s control. The factors discussed herein could cause actual results

1

and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstance.

### Axsome Contact:

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2