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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**

November 26, 2018  
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

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.

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**Item 1.01 Entry into a Material Definitive Agreement**

On November 26, 2018 (the “First Amendment Effective Date”), Axsome Therapeutics, Inc. (the “Company”) entered into a First Amendment (the “Loan Amendment”) to the Loan and Security Agreement (the “Original Loan Agreement” and together with the Loan Amendment, the “Loan Agreement”) with Silicon Valley Bank (“SVB”) dated November 9, 2016 (the “Initial Effective Date”).

The Loan Amendment established a term loan advance in a principal amount equal to \$4,000,000 (the “2018 Term Loan Advance”) which is now available through May 31, 2019, conditioned upon the achievement of a clinical milestone, which requires the Company’s receipt of positive data of the Company’s Phase 2 clinical trial of AXS-12 for the treatment of narcolepsy, sufficient to submit a Phase 3 protocol to the FDA and to proceed to a Phase 3 trial.

The Loan Amendment is coterminous with the Original Loan Agreement which matures November 1, 2020, and is subject to all other terms and conditions of the Original Loan Agreement. Interest will accrue on the unpaid principal balance of the outstanding 2018 Term Loan Advance at a floating per annum rate of equal to the greater of (A) two percent (2.00%) above the prime rate or (B) seven and one-quarter percent (7.25%).

In connection with the Loan Amendment, the Company issued to SVB and WestRiver Innovation Lending Fund VIII, L.P. (each, a “Holder”) a warrant, dated November 26, 2018 (individually a “Warrant”, and collectively, the “Warrants”) to purchase shares of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”) at a price per share equal to \$3.06. Each of the Warrants are exercisable for 7,875 shares of Common Stock (the “Initial Shares”) upon the Effective Date of the Loan Amendment. Each of the Warrants further provides that it shall automatically become exercisable for an additional 23,625 shares of Common Stock upon the making of the 2018 Term Loan Advance. Each Holder may exercise any portion of the Warrant by cash exercise or a cashless exercise as determined on a net issuance basis. The Warrants are exercisable until November 25, 2025 and will be exercised automatically on a net issuance basis if not exercised prior to the expiration date and if the then-current fair market value of one share of Common Stock is greater than the exercise price then in effect.

The Company expects to file the form of Warrant and the Loan Amendment as exhibits to the Company’s next periodic filing. The foregoing descriptions of the Warrants and the Loan Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the form of Warrant and the Loan Amendment, when filed.

The full text of the press release is filed as Exhibit 99.1 hereto and is incorporated by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of the Registrant.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

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**Item 3.02. Unregistered Sales of Equity Securities.**

To the extent required by Item 3.02 of Form 8-K, the information regarding the Warrants set forth under Item 1.01 of this Form 8-K are incorporated by reference in this Item 3.02. The Company issued to each Holder a Warrant in reliance on the exemption from registration provided for under Section 4(a) (2) of the Securities Act of 1933, as amended (the "Securities Act"). The Company relied on this exemption from registration based in part on the representations made by each Holder, including the representations with respect to each Holder's status as an accredited investor, as such term is defined in Rule 501(a) of the Securities Act, and each Holder's investment intent.

**Item 8.01. Other Events.**

On November 27, 2018, the Company issued a press release announcing the signing of the Loan Amendment. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release dated November 27, 2018.</a>

**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: November 27, 2018

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



## **Axsome Therapeutics Expands Loan Agreement with Silicon Valley Bank Providing Additional Growth Capital Related to AXS-12 Product Candidate**

NEW YORK, November 27, 2018 (Globe Newswire)— Axsome Therapeutics, Inc. (NASDAQ: AXSM), a clinical-stage biopharmaceutical company developing novel therapies for the management of central nervous system (CNS) disorders, announced that its existing term loan facility agreement with Silicon Valley Bank (SVB) has been amended to provide an additional \$4 million growth capital loan, related to Axsome's narcolepsy clinical program with AXS-12. This additional capital is available to be drawn, at Axsome's option, subject to the achievement of positive results from the Company's upcoming Phase 2 trial of AXS-12 in narcolepsy sufficient to proceed to a Phase 3 trial. The financial terms for this additional growth capital are more favorable than those of the original term loan. All other terms and conditions from the original term loan agreement remain in place.

"This amendment comes at a relevant time as we prepare to launch our planned Phase 2 trial of AXS-12 in narcolepsy," said Herriot Tabuteau, MD, Chief Executive Officer of Axsome. "Should the results from our Phase 2 trial be positive, this optional funding mechanism provides us with flexibility to quickly proceed to the next stages of our clinical development plan for AXS-12."

The additional \$4 million growth capital loan must be drawn by May 31, 2019 and will bear interest at an annual rate equal to the greater of the prime rate plus 2.00%, or 7.25%, if drawn. Axsome issued warrants to purchase 63,000 shares of Axsome common stock concurrent with the signing of this amendment, of which 15,750 are earned immediately. The warrants to purchase the remaining 47,250 shares of Axsome common stock will be earned upon the funding of the additional growth capital loan. Additional details of the loan amendment will be filed with the Securities and Exchange Commission on a Current Report on Form 8-K.

### **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 core CNS product candidate portfolio includes four clinical-stage candidates, AXS-05, AXS-07, AXS-09, and AXS-12. AXS-05 is currently in a Phase 3 trial in treatment resistant depression (TRD), a Phase 2/3 trial in agitation associated with Alzheimer's disease (AD), a Phase 2 trial in Major Depressive Disorder (MDD), and a Phase 2 trial in smoking cessation. AXS-07 is being developed for the acute treatment of migraine. AXS-12 is being developed for the treatment of the symptoms of narcolepsy. The Axsome Pain and Primary Care business unit (Axsome PPC) houses Axsome's pain and primary care assets, including AXS-02 and AX-06, and intellectual property which covers these and related product candidates and molecules being developed by Axsome and others. AXS-02 is being developed for osteoporosis, the pain of knee osteoarthritis, and chronic low back pain. AXS-06 is being developed for osteoarthritis and rheumatoid arthritis. AXS-02, AXS-05, AXS-06, AXS-07, AXS-09, and AXS-12 are investigational drug products not approved by the FDA. For more information, please visit the Company's website at [axsome.com](http://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". The Company 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 the Company's ongoing clinical trials and anticipated clinical trials for its current product candidates, including statements regarding the timing of initiation, interim analyses and completion of the trials, futility analyses and receipt of interim results, which are not necessarily indicative of the final results of the Company's ongoing clinical trials; the Company's ability to fund additional clinical trials to continue the advancement of its product candidates; the timing of and the Company's ability to obtain and maintain U.S. Food and Drug Administration or other regulatory authority approval of, or other action with respect to, its product candidates; the Company's expected cash runway; 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 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.

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