

**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

1. Name and Address of Reporting Person* <u>Murdock Hunter R.</u>  (Last) (First) (Middle) C/O AXSOME THERAPEUTICS, INC. 22 CORTLANDT ST, 16TH FLOOR  (Street) NEW YORK NY 10007  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/13/2022	3. Issuer Name and Ticker or Trading Symbol <u>Axsome Therapeutics, Inc. [ AXSM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <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**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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				
Stock Option (Right to Buy)	(1)	12/13/2031	Common Stock	40,000	32.55	D
Stock Option (Right to Buy)	(2)	03/04/2032	Common Stock	52,383	29.91	D
Restricted Stock Units	(3)	(3)	Common Stock	22,254	(4)	D
Restricted Stock Units	(5)	(5)	Common Stock	27,698	(4)	D

**Explanation of Responses:**

- The option was granted on December 13, 2021. 25% of the option vests on the one (1) year anniversary of the date of grant with the remaining 75% to vest in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on March 4, 2022, and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The restricted stock units ("RSUs") were granted on December 13, 2021. 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 December 13, 2025. 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) separation of service from the Issuer (including termination with or without Cause (as defined in the Plan), or termination due to death or disability) of the reporting person or (iii) seven (7) years from the date of grant.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs were granted on March 4, 2022. 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 4, 2026. 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 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/ Hunter Murdock

06/15/2022

\*\* 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.**