

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person JEFFS ROGER (Last) (First) (Middle) C/O AXSOME THERAPEUTICS, INC. ONE WORLD TRADE CENTER, 22ND FLOOR (Street) NEW YORK NY 10007 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Axsome Therapeutics, Inc. [AXSM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Common Stock	03/14/2024		M ⁽¹⁾⁽²⁾		13,000	A	\$22.03	133,756	D	
Common Stock	03/14/2024		S ⁽²⁾⁽³⁾		13,000	D	\$69.702	120,756	D	
Common Stock	03/14/2024		M ⁽¹⁾⁽²⁾		16,976	A	\$25.53	137,732	D	
Common Stock	03/14/2024		S ⁽²⁾⁽³⁾		16,976	D	\$69.702	120,756	D	
Common Stock	03/15/2024		M ⁽¹⁾⁽²⁾		2,347	A	\$29.91	123,103	D	
Common Stock	03/15/2024		S ⁽²⁾⁽³⁾		2,347	D	\$71.6072	120,756	D	
Common Stock								46,912	I	GRAT ⁽⁴⁾

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
Stock Option (Right to Buy)	\$22.03	03/14/2024		M ⁽¹⁾⁽²⁾			13,000	06/07/2020	06/07/2029	Common Stock	13,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$25.53	03/14/2024		M ⁽¹⁾⁽²⁾			16,976	06/03/2023	06/03/2032	Common Stock	16,976	\$0.00	0	D	
Stock Option (Right to Buy)	\$29.91	03/15/2024		M ⁽¹⁾⁽²⁾			2,347	03/04/2022	03/04/2032	Common Stock	2,347	\$0.00	0	D	

Explanation of Responses:

- Represents an exercise of stock options.
- Such transaction was pursuant to a pre-approved 10b5-1 plan.
- Represents the subsequent sale of the underlying shares of the aforementioned exercise of stock options.
- Represents additional shares held indirectly by the Reporting Person prior to March 14, 2023.

/s/ Herriot Tabuteau, M.D.,
Attorney-in-Fact

03/15/2024

** 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.