

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Coleman Mark</u>  (Last) (First) (Middle) <u>25 BROADWAY, 9TH FLOOR</u>  (Street) <u>NEW YORK NY 10004</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/19/2015</u>	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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)
<u>Common Stock</u>	<u>83,050</u>	<u>D</u>	

**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	Title	Amount or Number of Shares			
<u>8% Convertible Note</u>	<u>09/09/2014<sup>(1)</sup></u>	<u>09/09/2024</u>	<u>Common Stock</u>	<u>243,506<sup>(2)</sup></u>	<u>5.4</u>	<u>D</u>	
<u>8% Convertible Note</u>	<u>12/30/2014<sup>(3)</sup></u>	<u>12/30/2024</u>	<u>Common Stock</u>	<u>180,342<sup>(4)</sup></u>	<u>5.94</u>	<u>D</u>	
<u>8% Convertible Note</u>	<u>05/06/2015<sup>(5)</sup></u>	<u>05/06/2025</u>	<u>Common Stock</u>	<u>140,524<sup>(6)</sup></u>	<u>5.94</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>03/22/2013</u>	<u>03/21/2023</u>	<u>Common Stock</u>	<u>20,997</u>	<u>1.3</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(7)</u>	<u>09/15/2024</u>	<u>Common Stock</u>	<u>11,016</u>	<u>3.67</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>06/29/2015</u>	<u>06/28/2025</u>	<u>Common Stock</u>	<u>33,410</u>	<u>5.94</u>	<u>D</u>	

**Explanation of Responses:**

- The issuer's 8% Convertible Notes (the "September 2014 Notes") will automatically convert upon the closing of the issuer's initial public offering into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the September 2014 Notes divided by \$5.40.
- Consists of a September 2014 Note with a principal balance of \$1,200,000 and interest accrued through November 19, 2015 of \$114,937 convertible into 243,506 shares of Common Stock. The September 2014 Notes will continue to accrue interest until the closing of the issuer's initial public offering.
- The issuer's 8% Convertible Notes (the "December 2014 Notes") will automatically convert upon the closing of the issuer's initial public offering into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the December 2014 Notes divided by \$5.94.
- Consists of a December 2014 Note with a principal balance of \$1,000,000 and interest accrued through November 19, 2015 of \$71,233 convertible into 180,342 shares of Common Stock. The December 2014 Notes will continue to accrue interest until the closing of the issuer's initial public offering.
- The issuer's 8% Convertible Notes (the "2015 Notes") will automatically convert upon the closing of the issuer's initial public offering into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the 2015 Notes divided by \$5.94.
- Consists of a 2015 Note with a principal balance of \$800,000 and interest accrued through November 19, 2015 of \$34,718 convertible into 140,524 shares of Common Stock. The 2015 Notes will continue to accrue interest until the closing of the issuer's initial public offering.
- This option was granted on September 16, 2014 and is currently vested and exercisable with respect to 3,672 shares underlying the option. The remaining shares underlying the unvested portion of the option will vest in equal annual installments such that the option will be fully vested on September 16, 2017.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

/s/ Constance Ames, Attorney-in-Fact 11/19/2015

\*\* 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.**

**Power of Attorney**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Herriot Tabuteau, M.D. and Constance Ames of Axsome Therapeutics, Inc. (the "Company"), or either one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to:

- (1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of November, 2015.

/s/ Mark Coleman, M.D.  
Name: Mark Coleman, M.D.

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