
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

March 29, 2017

Date of report (Date of earliest event reported)

Axsome Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

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)

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)).
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Item 8.01 Other Events

On March 29, 2017, Axsome Therapeutics, Inc. (the “Company”) issued a press release announcing that Ladenburg Thalmann & Co. Inc. (the “Underwriter”), the sole book-running manager of its previously disclosed public offering (the “Offering”), had exercised in full its option to purchase 561,497 additional shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share, granted to the Underwriter in connection with the Offering.

On March 30, 2017, the Company completed the sale of the Shares to the Underwriter upon the exercise in full of its option to purchase additional shares as part of the Offering. The Shares were sold at a price to the public of \$3.74 per Share and were purchased by the Underwriter from the Company at a price of \$3.5156 per Share. The net proceeds to the Company from the sale of the Shares were approximately \$1.9 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company.

The aggregate net proceeds to the Company from the sale of the 4,304,813 shares of its common stock in the Offering were approximately \$14.6 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company.

The Offering was made by means of a written prospectus forming part of a shelf registration statement on Form S-3 (Registration Statement No. 333-214859), previously filed by the Company with the Securities and Exchange Commission (the “SEC”) and declared effective by the SEC on December 16, 2016, and a related prospectus supplement.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Neither the disclosures on this Form 8-K nor the attached press release shall constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|------------------------------------|
| 99.1 | Press Release dated March 29, 2017 |

SIGNATURES

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

Axsome Therapeutics, Inc.

Dated: March 30, 2017

By: /s/ Herriot Tabuteau, M.D.

Name: Herriot Tabuteau, M.D.

Title: Chief Executive Officer



Axsome Therapeutics Announces Full Exercise of Underwriter's Option to Purchase Additional Shares

NEW YORK, March 29, 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 that the underwriter of the Company's previously announced public offering has exercised in full its option to purchase an additional 561,497 shares. With the exercise of the underwriter's option, total gross proceeds from the offering of an aggregate 4,304,813 shares at a price to the public of \$3.74 per share are expected to be approximately \$16.1 million, before deducting underwriting discounts and commissions and estimated offering expenses payable by Axsome. All shares in the offering were sold by Axsome.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT-LTS), acted as the sole book-running manager for the offering.

The closing of the sale of 3,743,316 shares was completed on March 24, 2017 and the closing of the option exercise is expected to occur on March 30, 2017, subject to customary closing conditions.

The shares of common stock described above are being offered by Axsome pursuant to its shelf registration statement on Form S-3 previously filed and declared effective by the Securities and Exchange Commission (the SEC). A final prospectus supplement relating to the shares of common stock sold in this offering was filed with the SEC on March 21, 2017. Copies of the final prospectus supplement and the accompanying prospectus may be obtained from Ladenburg Thalmann & Co. Inc., 570 Lexington Avenue, 11th Floor, New York, New York 10022, or by email at prospectus@ladenburg.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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.

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 completion, timing and proceeds of the public offering; 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 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 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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