SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Pizzie Nick	Axsome Therapeutics, Inc. [AXSM]	☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) Chief Financial Officer
(Last) (First) (Middle) C/O AXSOME THERAPEUTICS, INC. ONE WORLD TRADE CENTER, 29TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2026	
(Street) NEW YORK NY 10007	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	01/22/2026		M(1)(2)		12,000	A	$3.5	54,588(5)	D	
Common Stock	01/22/2026		S(2)(3)		12,000	D	$187.92(4)	42,588(5)	D	
Common Stock								488	I(6)	See explanation 6 below.

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	Amount or Number of Shares				
Stock Option (Right to Buy)	$3.5	01/22/2026		M(2)			12,000	05/16/2019	05/16/2028	Common Stock	12,000	$0.00	105,000	D	

Explanation of Responses:

1. Represents an exercise of stock options which was held for 8 years and exercised prior to the 10-year expiration date of such options.
2. Such transaction was pursuant to a pre-approved 10b5-1 plan.
3. Represents the subsequent sale of the underlying shares of the aforementioned exercise of stock options.
4. Represents the weighted average sale price of a series of open market transactions with sale prices ranging between $185.09 and $191.12.
5. Includes the prior purchase of shares of common stock pursuant to the Issuer's Employee Stock Purchase Plan.
6. Represents additional shares indirectly beneficially owned by the reporting person as custodian for his children's UTMA accounts.

/s/ Nick Pizzie — ** Signature of Reporting Person

01/23/2026 — 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.