

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>Ames Constance</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Vice President, Finance</u></p>	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
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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	Title	Amount or Number of Shares			
<u>8% Convertible Note</u>	<u>06/16/2015⁽¹⁾</u>	<u>06/16/2025</u>	<u>Common Stock</u>	<u>4,353⁽²⁾</u>	<u>5.94</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>12/18/2024</u>	<u>Common Stock</u>	<u>38,925</u>	<u>4.04</u>	<u>D</u>	

Explanation of Responses:

1. The issuer's 8% Convertible Notes (the "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 Notes divided by \$5.94.
2. Consists of a Note with a principal balance of \$25,000 and interest accrued through November 19, 2015 of \$860 convertible into 4,353 shares of Common Stock. The Notes will continue to accrue interest until the closing of the issuer's initial public offering.
3. This option was granted on December 19, 2014 and is currently vested and exercisable with respect to 7,078 shares underlying the option. The remaining shares underlying the unvested portion of the option will vest in equal quarterly installments such that the option will be fully vested on December 19, 2017.

/s/ Constance Ames

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.