

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Maizel Ari</u>  (Last) (First) (Middle) C/O AXSOME THERAPEUTICS, INC. ONE WORLD TRADE CENTER, 22ND FLOOR  (Street) NEW YORK NY 10007  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/14/2024	3. Issuer Name and Ticker or Trading Symbol <u>Axsome Therapeutics, Inc.</u> [ <u>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) <u>Chief Commercial Officer</u>	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 <input type="checkbox"/> 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)
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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				
Stock Option (Right to Buy)	(1)	09/25/2033	Common Stock	38,710	70.73	D
Stock Option (Right to Buy)	(2)	02/27/2034	Common Stock	23,593	84	D
Restricted Stock Units	(3)	(3)	Common Stock	16,302	(4)	D
Restricted Stock Units	(5)	(5)	Common Stock	12,956	(4)	D

**Explanation of Responses:**

- The option was granted on September 25, 2023. 25% of the option vests on the one (1) year anniversary of the date of grant, with the remaining 75% to vest in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The option was granted on February 27, 2024 and vests in equal increments on a quarterly basis over a four (4) year period, until fully vested.
- The restricted stock units ("RSU") was granted on September 25, 2023. 25% of the RSUs will vest on the one (1) year anniversary of the date of grant. The remaining RSUs will vest in three substantially equal annual installments, such that the RSUs will be fully vested on September 25, 2027. Vested shares will be delivered to the reporting person upon the earlier of (i) the closing of a Change in Control (as defined in the Issuer's Amended and Restated 2015 Omnibus Incentive Compensation Plan (the "Plan")), (ii) the reporting person's separation of service from the Issuer (including termination with or without Cause (as defined in the Plan), or termination due to death or disability) of the reporting person, or (iii) seven (7) years from the date of grant.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs were granted on February 27, 2024. 25% of the RSUs will vest on the one (1) year anniversary of the date of grant. The remaining RSUs will vest in three substantially equal annual installments, such that the RSUs will be fully vested on February 27, 2028. Vested shares will be delivered to the reporting person upon the earlier of (i) the closing of a Change in Control (as defined in the Plan), (ii) the reporting person's separation of service from the Issuer (including termination with or without Cause (as defined in the Plan), or termination due to death or disability) of the reporting person, or (iii) seven (7) years from the date of grant.

**Remarks:**

1) Exhibit List Exhibit 24 - Power of Attorney; 2) Ari Maizel was promoted to Chief Commercial Officer from his previous position as Executive Vice President, Head of Commercial. Mr. Maizel joined Axsome Therapeutics, Inc. (the "Issuer") in September 2023.

/s/ Nick Pizzie, Attorney-in-Fact 10/24/2024

\*\* 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 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 Nick Pizzie 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% or 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 21<sup>st</sup> day of October, 2024.

/s/ Ari Maizel

Name: Ari Maizel

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