SEC Form 4

FORM 4

☐

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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)
Coleman Mark	Axsome Therapeutics, Inc. [AXSM]	X Director 10% Owner
		Officer (give title below) Other (specify below)

(Last)   (First)   (Middle)

25 BROADWAY, 9TH FLOOR

(Street)

| | | 3. Date of Earliest Transaction (Month/Day/Year) 11/24/2015 | |

NEW YORK   NY   10004

(City)   (State)   (Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
	X Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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	11/24/2015		C		243,750	A	$5.4	326,800	D	
Common Stock	11/24/2015		C		180,526	A	$5.94	507,326	D	
Common Stock	11/24/2015		C		140,672	A	$5.94	647,998	D	

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				
8% Convertible Note	$5.4	11/24/2015		A		243,750[1]		[1]	09/09/2024	Common Stock	243,750[1]	$0	0	D	
8% Convertible Note	$5.94	11/24/2015		A		180,526[2]		[2]	12/30/2024	Common Stock	180,526[2]	$0	0	D	
8% Convertible Note	$5.94	11/24/2015		A		140,672[3]		[3]	05/06/2025	Common Stock	140,672[3]	$0	0	D	

Explanation of Responses:

1. Consists of an 8% Convertible Note with a principal balance of $1,200,000 and interest accrued through November 24, 2015 of $116,252.

2. Consists of an 8% Convertible Note with a principal balance of $1,000,000 and interest accrued through November 24, 2015 of $72,329.

3. Consists of an 8% Convertible Note with a principal balance of $800,000 and interest accrued through November 24, 2015 of $35,595.

/s/ Constance Ames, Attorney-in-Fact   11/24/2015

** 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 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.