

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

Date of Report (Date of earliest event reported): June 30, 2023

**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.)

One World Trade Center, 22nd Floor  
New York, New York  
(Address of Principal Executive Offices)

10007  
(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 filing 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.0001 Per Share	AXSM	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On June 30, 2023, Axsome Therapeutics, Inc. (the “Company”) issued a press release announcing the closing on June 30, 2023 of the sale of an aggregate of 3,000,000 shares of its common stock, \$0.0001 par value per share, in its previously disclosed public offering, at a public offering price of \$75.00 per share. The total gross proceeds to the Company from the offering are expected to be \$225.0 million, before deducting the underwriting discounts and commissions and offering expenses payable by the Company.

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

Neither the disclosure on this Current Report on 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.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements, all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “projects,” “intends,” “estimates,” and other words of similar meaning. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement. Readers should carefully consider any such statement and should understand that many factors could cause actual results to differ from these forward-looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed, and actual future results may vary materially. Except as required by law, the Company does not assume any obligation to update any forward-looking statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated June 30, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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

**Axsome Therapeutics, Inc.**

Date: June 30, 2023

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

Name: Herriot Tabuteau, M.D.

Title: President and Chief Executive Officer

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## **Axsome Therapeutics Announces Closing of Public Offering of \$225 Million of Shares of Common Stock**

NEW YORK, June 30, 2023 (Globe Newswire) -- Axsome Therapeutics, Inc. (NASDAQ: AXSM) ("Axsome" or the "Company"), a biopharmaceutical company developing and delivering novel therapies for the management of central nervous system (CNS) disorders, today announced the closing of its previously announced underwritten public offering of 3,000,000 shares of its common stock at the public offering price of \$75.00 per share. The aggregate gross proceeds to Axsome, before deducting underwriting discounts and commissions and offering expenses, were \$225.0 million.

Axsome intends to use the proceeds from this offering to advance its late-stage pipeline, including funding existing and potential new clinical programs, products, and product candidates, to expand its commercialization efforts, and for other general corporate purposes.

SVB Securities is acting as lead bookrunning manager for the offering. Guggenheim Securities, Truist Securities, William Blair, and Cantor are acting as joint bookrunning managers, and Ladenburg Thalmann, Mizuho, and H.C. Wainwright & Co. are acting as lead managers for the offering.

The shares of common stock described above are being offered by Axsome pursuant to its previously filed shelf registration statement on Form S-3, which automatically became effective upon filing with the Securities and Exchange Commission (the "SEC"). The offering may be made only by means of a prospectus supplement and accompanying prospectus. A final prospectus supplement and the accompanying prospectus relating to the offering have been filed with the SEC and are available on the SEC's website at [www.sec.gov](http://www.sec.gov) and may be obtained by contacting SVB Securities LLC, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, by telephone at 1-800-808-7525, ext. 6105, or by email at [syndicate@svbsecurities.com](mailto:syndicate@svbsecurities.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 biopharmaceutical company developing and delivering novel therapies for central nervous system (CNS) conditions that have limited treatment options.

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## **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 intended use of net proceeds from the offering; the success, timing, and cost of the Company’s ongoing clinical trials and anticipated clinical trials for the Company’s current product candidates, including statements regarding the timing of initiation and completion of the trials; the timing of and the Company’s ability to obtain and maintain U.S. Food and Drug Administration or other regulatory authority approval of, or other action with respect to, the Company’s 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 circumstances.

## **Axsome Contacts:**

### **Investors:**

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### **Media:**

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