SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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, 22ND FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2025	
(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			

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				
Employee Stock Option (Right to Buy)	$137.75	02/21/2025		A		9,516		(1)	02/20/2035	Common Stock	9,516	$0.00	9,516	D	
Restricted Stock Units	(2)	02/21/2025		A		9,423		(3)	(3)	Common Stock	9,423	$0	9,423	D	
Performance Stock Units	(4)	02/24/2025		A		9,423		(5)	(5)	Common Stock	9,423	$0	9,423	D	

Explanation of Responses:

1. The option will vest in substantially equal quarterly installments over four years such that the option will be fully vested on February 21, 2029.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

3. 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 21, 2029. 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), or (iii) seven (7) years from the date of grant.

4. Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.

5. Each PSU will vest upon achievement of certain financial, regulatory and developmental performance milestones, subject to the reporting person's continued service as of each vesting date.

/s/ Nick Pizzie — 02/25/2025

** 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.