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 06, 2025

Axsome Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37635**	**45-4241907**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

One World Trade Center, 29th Floor New York, New York	**10007**
(Address of Principal Executive Offices)	**(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 5.07 Submission of Matters to a Vote of Security Holders.

At the 2025 Annual Meeting of Stockholders of Axsome Therapeutics, Inc. (the "Company") held on June 6, 2025 (the "Annual Meeting"), the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of one director to serve as a Class I director until the Company's 2028 annual meeting of stockholders and until their successor is duly elected and qualified;

Proposal 2: The approval of the Company's 2025 Long-Term Incentive Plan;

Proposal 3: The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025; and

Proposal 4: The approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers.

For more information about the foregoing proposals, see the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 25, 2025 (the "Proxy Statement"). Of the 49,219,312 shares of the Company's common stock entitled to vote at the Annual Meeting, 41,368,640 shares, or approximately 84.04%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such proposal is set forth below:

Proposal 1: Election of Class I Director.

The Company's stockholders elected the following director to serve as a Class I director until the 2028 annual meeting of stockholders and until their successor is duly elected and qualified. The votes regarding the election of the Class I director were as follows:

Director	Votes For	Votes Withheld	Broker Non-Votes
Roger A. Jeffs, Ph.D.	27,307,185	8,050,959	6,010,496

Proposal 2: Approval of the Company's 2025 Long-Term Incentive Plan.

The Company's stockholders voted to approve the 2025 Long-Term Incentive Plan. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
26,403,625	8,893,068	61,451	6,010,496

Proposal 3: Ratification of Appointment of Deloitte & Touche LLP.

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
40,849,740	225,677	293,223	0

Proposal 4: Approval, by Non-Binding Advisory Vote, of the Compensation of the Company's Named Executive Officers.

The Company's stockholders voted to approve, by non-binding advisory vote, the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
34,776,343	528,199	53,602	6,010,496

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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.

Dated: June 9, 2025

By: /s/ Herriot Tabuteau, M.D.
Name: Herriot Tabuteau, M.D.
Title: President and Chief Executive Officer