

IGUCHI KIMI
Form 4
April 25, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IGUCHI KIMI

(Last) (First) (Middle)

C/O SAGE THERAPEUTICS,
INC., 215 FIRST STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sage Therapeutics, Inc. [SAGE]

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	04/23/2018		S ⁽¹⁾	2,999 D	\$ 142.84 (2)	63,499	D
Common Stock	04/23/2018		S ⁽¹⁾	4,700 D	\$ 143.9 (3)	58,799	D
Common Stock	04/23/2018		S ⁽¹⁾	2,601 D	\$ 144.71 (4)	56,198	D
Common Stock	04/23/2018		S ⁽¹⁾	700 D	\$ 145.58 (5)	55,498	D

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Common Stock	04/23/2018	<u>S⁽¹⁾</u>	635	D	\$ <u>(6)</u>	149.54	54,863	D
Common Stock	04/23/2018	<u>S⁽¹⁾</u>	500	D	\$ <u>(7)</u>	150.68	54,363	D
Common Stock	04/24/2018	<u>S⁽¹⁾</u>	2,500	D	\$ <u>(8)</u>	141.51	51,863	D
Common Stock	04/24/2018	<u>S⁽¹⁾</u>	900	D	\$ <u>(9)</u>	142.5	50,963	D
Common Stock	04/24/2018	<u>S⁽¹⁾</u>	500	D	\$ <u>(10)</u>	144.06	50,463	D
Common Stock	04/24/2018	<u>S⁽¹⁾</u>	600	D	\$ <u>(11)</u>	145.1	49,863	D
Common Stock	04/24/2018	<u>S⁽¹⁾</u>	500	D	\$ <u>(12)</u>	146.14	49,363	D
Common Stock	04/25/2018	<u>S⁽¹⁾</u>	7,818	D	\$ <u>(13)</u>	140.38	41,545	D
Common Stock	04/25/2018	<u>S⁽¹⁾</u>	2,300	D	\$ <u>(14)</u>	141.26	39,245	D
Common Stock	04/25/2018	<u>S⁽¹⁾</u>	900	D	\$ <u>(15)</u>	142.69	38,345	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IGUCHI KIMI C/O SAGE THERAPEUTICS, INC. 215 FIRST STREET CAMBRIDGE, MA 02142			CFO & Treasurer	

Signatures

/s/ Anne Marie Cook, as Attorney-in-Fact for Kimi Iguchi 04/25/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (10) This transaction was executed in multiple trades at prices ranging from \$143.44 USD to \$144.42 USD. The price reported above reflects the weighted average sale price.
- (11) This transaction was executed in multiple trades at prices ranging from \$144.67 USD to \$145.65 USD. The price reported above reflects the weighted average sale price.
- (12) This transaction was executed in multiple trades at prices ranging from \$145.69 USD to \$146.62 USD. The price reported above reflects the weighted average sale price.
- (13) This transaction was executed in multiple trades at prices ranging from \$140.00 USD to \$140.93 USD. The price reported above reflects the weighted average sale price.
- (14) This transaction was executed in multiple trades at prices ranging from \$141.00 USD to \$141.88 USD. The price reported above reflects the weighted average sale price.
- (15) This transaction was executed in multiple trades at prices ranging from \$142.04 USD to \$143.00 USD. The price reported above reflects the weighted average sale price.
- (2) This transaction was executed in multiple trades at prices ranging from \$142.36 USD to \$143.27 USD. The price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$143.37 USD to \$144.35 USD. The price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades at prices ranging from \$144.42 USD to \$145.32 USD. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$145.45 USD to \$145.64 USD. The price reported above reflects the weighted average sale price.

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- (6) This transaction was executed in multiple trades at prices ranging from \$149.26 USD to \$150.00 USD. The price reported above reflects the weighted average sale price.
- (7) This transaction was executed in multiple trades at prices ranging from \$150.58 USD to \$150.80 USD. The price reported above reflects the weighted average sale price.
- (8) This transaction was executed in multiple trades at prices ranging from \$141.14 USD to \$142.11 USD. The price reported above reflects the weighted average sale price.
- (9) This transaction was executed in multiple trades at prices ranging from \$142.22 USD to \$142.89 USD. The price reported above reflects the weighted average sale price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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