

Sage Therapeutics, Inc.  
Form 8-K  
February 27, 2019

**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): February 27, 2019**

**Sage Therapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36544**  
**(Commission**  
  
**File Number)**

**27-4486580**  
**(I.R.S. Employer**  
  
**Identification No.)**

**215 First Street**

**02142**

**Cambridge, MA**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code (617) 299-8380**

**Not Applicable**

**(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))

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 February 27, 2019, Sage Therapeutics, Inc. (the Company) completed the sale of 3,833,334 shares of its common stock (the Shares) to Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC (the Underwriters) pursuant to an Underwriting Agreement dated February 25, 2019 (the Underwriting Agreement) as part of the Company's previously announced public offering, including the exercise in full by the underwriters of their option to purchase up to 500,000 additional shares of common stock of the Company (the Offering). The offering price to the public was \$150.00 per share and the Underwriters purchased the Shares from the Company pursuant to the Underwriting Agreement at a price of \$146.42 per share. The Company's proceeds raised in the Offering, after underwriting discounts and commissions, and before estimated expenses of the offering, were approximately \$561.3 million.

On February 27, 2019, the Company issued a press release announcing the completion of the Offering. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
No.**

**Description**

99.1	<u>Press release issued by Sage Therapeutics, Inc. on February 27, 2019.</u>
------	--

**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.

Date: February 27, 2019

**SAGE THERAPEUTICS, INC.**

By: /s/ Jennifer Fitzpatrick  
Jennifer Fitzpatrick

Vice President, Corporate Counsel