

Sage Therapeutics, Inc.  
Form 8-K  
July 25, 2014

**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): July 23, 2014**

**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.)**

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**215 First Street**

**Cambridge, MA**

**(Address of principal executive offices)**

**02142**

**(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As previously disclosed in Sage Therapeutics, Inc.'s (the "Company") Registration Statement on Form S-1 (File No. 333-196849), on July 23, 2014, and in connection with the consummation of the initial public offering (the "IPO") of shares of common stock of the Company, the amended and restated by-laws of the Company (the "Amended and Restated By-Laws"), previously approved by the Company's board of directors and stockholders to become effective immediately upon the consummation of the IPO, became effective. The Amended and Restated By-Laws amend and restate the Company's by-laws, as amended, in their entirety to, among other things: (i) eliminate the ability of the Company's stockholders to take action by written consent in lieu of a meeting and call special meetings of stockholders; (ii) establish procedures relating to the presentation of stockholder proposals at stockholder meetings; and (iii) establish procedures relating to the nomination of directors.

The foregoing description of the Amended and Restated By-Laws is qualified by reference to the Amended and Restated By-Laws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

As previously disclosed in the Registration Statement, on July 23, 2014, and in connection with the consummation of the IPO, the Company filed a fifth amended and restated certificate of incorporation (the "Restated Certificate") with the Secretary of State of the State of Delaware. The Company's board of directors and stockholders previously approved the Restated Certificate to be filed in connection with, and to be effective upon, the consummation of the IPO. The Restated Certificate amends and restates the Company's Fourth Amended and Restated Certificate of Incorporation, in its entirety to, among other things: (i) eliminate all references to the previously-existing series of preferred stock; and (ii) authorize 5,000,000 shares of undesignated preferred stock that may be issued from time to time by the Company's board of directors in one or more series.

The foregoing description of the Restated Certificate is qualified by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
3.1	Fifth Amended and Restated Certificate of Incorporation
3.2	Amended and Restated By-Laws

**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: July 25, 2014

**SAGE THERAPEUTICS, INC.**

By: /s/ Jeffrey M. Jonas  
Jeffrey M. Jonas, M.D.  
Chief Executive Officer and President

**EXHIBIT INDEX**

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