

Sage Therapeutics, Inc.  
Form 8-K  
June 08, 2018

**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 6, 2018**

**SAGE THERAPEUTICS, INC.**

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

|   |   |  |
|---|---|--|
| <b>Delaware</b><br><b>(State or other jurisdiction of</b> | <b>001-36544</b><br><b>(Commission File Number)</b> | <b>27-4486580</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation)</b>                                     |   | <b>Identification No.)</b>                   |

**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))  
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.**

Sage Therapeutics, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on June 6, 2018. As of April 9, 2018, the record date for the Annual Meeting, there were 46,464,023 outstanding shares of the Company's common stock. The Company's stockholders voted on the following matters, which are described in detail in the Company's Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission (SEC) on April 30, 2018: (i) to elect Geno Germano and Steven Paul as Class I directors of the Company to each serve for a three-year term expiring at the Company's annual meeting of stockholders in 2021 and until their successors have been duly elected and qualified (Proposal 1), (ii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal 2) and (iii) to hold an advisory vote to approve the compensation paid to the Company's named executive officers (Proposal 3).

The Company's stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company's stockholders voted for Class I directors as follows:

| Class I Director Nominee | For        | Withheld  | Broker    |
|--------------------------|------------|-----------|-----------|
|                          |            |           | Non-Votes |
| Geno Germano             | 30,858,601 | 7,678,913 | 2,277,676 |
| Steven Paul              | 30,334,702 | 8,202,812 | 2,277,676 |

The Company's stockholders approved to ratify the appointment of PricewaterhouseCoopers LLP in Proposal 2. The votes cast at the Annual Meeting were as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 40,702,626 | 45,994  | 66,570  |

The Company's stockholders approved, on an advisory basis, the compensation of the named executive officers in Proposal 3. The votes cast at the Annual Meeting were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 38,353,494 | 116,648 | 67,372  | 2,277,676        |

No other matters were submitted to or voted on by the Company's stockholders at the Annual Meeting.

\* \* \*

**SIGNATURE**

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.

**SAGE THERAPEUTICS, INC.**

Date: June 8, 2018

By: /s/ Anne Marie Cook  
Anne Marie Cook

Senior Vice President, General Counsel