

Sage Therapeutics, Inc.  
Form 8-K  
February 07, 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): February 7, 2018**

**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 7.01. Regulation FD Disclosure.**

On February 7, 2018, Sage Therapeutics, Inc. (the Company ) filed a preliminary prospectus supplement to its prospectus dated January 5, 2016 in connection with its proposed public offering (the Offering ) of \$575.0 million of its common stock pursuant to its effective shelf registration statement on Form S-3ASR (File No. 333-208870). As part of this filing, the Company updated its cash guidance, stating that based upon its current operating plan, the Company anticipates that the net proceeds of the Offering, together with its existing capital resources and estimated brexanolone IV product sales, if the product is approved, will enable the Company to fund its operating expenses and capital expenditure requirements into 2020. The Company also provided an update on its recent increase in the number of patients in its blinded, placebo-controlled Phase 2 clinical trial of SAGE-217 in postpartum depression, and indicated that it now expects to report top-line results from this trial in the fourth quarter of 2018.

The information in this Item 7.01 is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

\* \* \*

**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.

**SAGE THERAPEUTICS, INC.**

Date: February 7, 2018

By: /s/ Anne Marie Cook  
Anne Marie Cook

Senior Vice President, General Counsel