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): March 3, 2021

OVID THERAPEUTICS INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-38085**	**46-5270895**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
1460 Broadway, Suite 15044 New York, New York		**10036**
(Address of Principal Executive Offices)		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 646-661-7661

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 (see General Instructions A.2. below):

☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock par value $0.001 per share	OVID	The Nasdaq Stock Market LLC

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 March 3, 2021, Ovid Therapeutics Inc. (the "Company") posted its Corporate Overview dated March 3, 2021, to the "News & Events" subsection of the "Investors" tab on the Company's website at www.ovidrx.com. A copy of the corporate presentation is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

This information, including the Exhibit 99.1 referenced herein, is "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, only if and to the extent such subsequent filing specifically references the information herein as being incorporated by reference in such filing.

Cautionary Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "will," "believe," "expect," "plan," "anticipate" and similar expressions (as well as other words or expressions referencing future events or circumstances) are intended to identify forward-looking statements. Forward-looking statements contained in this presentation may include statements regarding the progress, timing, development of the Company's product candidates and pipeline programs; scope of clinical trials and the reporting of clinical data; the potential clinical benefit of the Company's product candidates and pipeline programs; the timing and outcome of discussions with regulatory authorities; the success of any licensing or partnering opportunities including the potential benefits, clinical and regulatory development and commercialization of soticlestat; the closing of the 2021 royalty, license and termination agreement with Takeda; and the potential value, benefits, and outcome of the collaboration with Takeda and the 2021 royalty, license and termination agreement with Takeda. Each of these forward-looking statements involves risks and uncertainties.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

Exhibit No.	Description
99.1	Corporate Presentation, dated March 3, 2021

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.

OVID THERAPEUTICS INC.

By: /s/ Thomas M. Perone
Thomas M. Perone
General Counsel & Corporate Secretary

Dated: March 3, 2021

Exhibit 99.1

Ovid Therapeutics Corporate Overview

MARCH 3, 2021

(NASDAQ: OVID)

Disclaimers and Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “will,” “believe,” “expect,” “plan ,” “anticipate” and similar expressions (as well as other words or expressions referencing future events or circumstances) are intended to identify forward-looking statements. Forward-looking statements contained in this presentation may include statements regarding the progress, timing, development of the Company’s product candidates and pipeline programs; scope of clinical trials and the reporting of clinical data; the potential clinical benefit of the Company’s product candidates and pipeline programs; the timing and outcome of discussions with regulatory authorities; the success of any licensing or partnering opportunities including the potential benefits, clinical and regulatory development and commercialization of soticlestat ; the closing of the 2021 royalty, license and termination agreement with Takeda; and the potential value, benefits, and outcome of the collaboration with Takeda and the 2021 royalty, license and termination agreement with Takeda. Each of these forward-looking statements involves risks and uncertainties.

These statements are based on the Company’s current expectations and projections made by management and are not guarantees of future performance. Therefore, actual events, outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Factors that may cause actual results to differ materially from these forward-looking statements include the fact that initial data from clinical trials may not be indicative, and are not guarantees, of the final results of the clinical trials and are subject to the risk that one or more clinical outcomes may materially change as patient enrollment continues and or more patient data becomes available. Additional risks that could cause actual results to differ materially from those in the forward-looking statements are discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein. Such risks may be amplified by the COVID-19 pandemic and its potential impact on Ovid’s business and the global economy. Except as otherwise required under federal securities laws, we do not have any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise.

Transformative $856M+ Transaction with Takeda

- Captures significant value
- Eliminates future obligations
- Delivers strong balance sheet
- Accelerates development of state-of-the-art next generation pipeline
- Anticipates multiple INDs beginning in 1H 2022
- Facilitates active business development

Evolves Our Relationship with Takeda

2017 Collaboration

- Global Collaboration
  - R&D: 50/50 cost sharing + milestones to Takeda
  - Commercialization: Profit Share
- Executed multiple clinical trials enabling pivotal studies

2021 Agreement[1]

- Ovid to receive up to $856M in payments
  - $196M upfront at closing
  - Up to $660M in regulatory and commercial milestones
- Ovid to receive double digits royalties up to 20% on global sales
  - Potential multi-billion-dollar market opportunity
- Takeda to fund all development and commercial costs globally
  - Frees up >$250 million in estimated expense/milestone obligations for Ovid
- Phase 3 pivotal trials in Dravet and Lennox-Gastaut Syndrome expected to begin in Q2 2021
- Takeda targeting a 2024 launch

1. Agreement subject to closing conditions and regulatory approvals

Transaction Is a Steppingstone to Advance Our Mission

FUNDS OVID'S NEXT GENERATION NEUROSCIENCE PIPELINE AND SOURCING OF EXTERNAL INNOVATION

- Supports filing of three neuroscience INDs in three years
- Enables sourcing of external innovation to grow a sustainable rare neuroscience portfolio
- Provides opportunity to build out technology platform

ENABLES OVID TO BUILD ON EXISTING STRENGTHS

- PROVEN TRACK-RECORD OF SUCCESS
- EXPERTS AT PIONEERING NEW CLINICAL STRATEGIES
- WORLD-CLASS LEADERSHIP
- RELATIONSHIPS WITH LEADING ACADEMIC INSTITUTIONS
- SUCCESS IDENTIFYING NOVEL MECHANISMS
- EXPERIENCE ADVANCING NEW SCIENCE INTO THE CLINIC

Continue Building Our Next Generation Clinical Pipeline

- Focus on neuroscience indications with high unmet need
- Target first-in-class/best-in-class therapeutics
- Leverage academic collaborations to accelerate research and development

Columbia | Columbia University Irving Medical Center

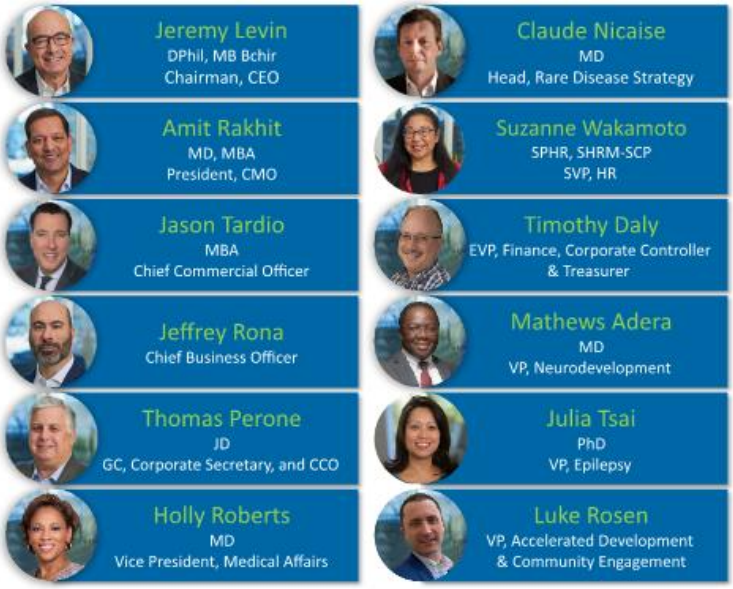
UConn Health

Northwestern | Chemistry of Life Processes Institute

PRODUCT CANDIDATE	MOA	LEAD INDICATION	RESEARCH	PRECLINICAL
OV329	GABA aminotransferase inhibitor	Seizures associated with Tuberous Sclerosis Complex and Infantile Spasms		
OV882	Short hairpin RNA therapy	Angelman Syndrome		
OV815	Gene modulation therapy	KIF1A Associated Neurological Disorder		
Other	Gene modulation therapy	Non-disclosed targets		

Ovid's record of innovation and success attracts complementary, high-quality assets

Experienced Management Team



Strategy Supported by Strong Balance Sheet and Experienced Team

Transformative agreement for soticlestat with Takeda
- Ovid eligible to receive up to $856M: Includes $196M upfront and additional payments upon achieving regulatory / commercial milestones
- Tiered double-digit royalties up to 20% on sales; potentially a multi-billion-dollar market opportunity with an expected launch in 2024
- Expect closing at the end of Q1 2021, subject to customary closing conditions

Acceleration of our state-of-the-art next generation pipeline development
- Targeting three INDs in three years beginning in 1H 2022
- OV329: GABA aminotransferase inhibitor targeting seizures associated with Tuberous Sclerosis Complex and infantile spasms
- OV882: Short hairpin RNA (shRNA-551) targeting Angelman syndrome
- OV815: Gene modulation therapies targeting KIF1A Associated Neurological Disorder (KAND)
- Other undisclosed targets

Focus on business development to complement pipeline and balance portfolio
- Proven track record of identifying novel mechanisms and pioneering innovative clinical strategies

Ongoing evaluation of OV101 (gaboxadol) program in Angelman syndrome and Fragile X syndrome

Ovid Therapeutics Corporate Overview

MARCH 2021

(NASDAQ: OVID)