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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

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**OVID THERAPUETICS INC.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**690469101**  
(CUSIP Number)

**February 22, 2019**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1)	Names of reporting persons Takeda Pharmaceutical Company Limited	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization Japan	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 1,781,996
	(6)	Shared voting power 3,750,000
	(7)	Sole dispositive power 1,781,996
	(8)	Shared dispositive power 3,750,000
(9)	Aggregate amount beneficially owned by each reporting person 5,531,996 <sup>(1)</sup>	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/>	
(11)	Percent of class represented by amount in Row (9) 11.6% <sup>(2)</sup>	
(12)	Type of reporting person (see instructions) CO	

(1) Takeda Pharmaceutical Company Limited's beneficial ownership of the Issuer's Common Stock is comprised of 1,781,996 shares of Common Stock that it holds directly and 3,750,000 shares of Common Stock held directly by Millennium Pharmaceuticals, Inc., which is a direct, wholly owned subsidiary of Takeda Pharmaceuticals U.S.A. Inc., which is owned directly by both Takeda Pharmaceutical Company Limited (58.09%) and Takeda Pharmaceuticals International AG (41.91%). Takeda Pharmaceuticals International AG is a wholly owned subsidiary of Takeda Pharmaceutical Company Limited.

(2) Based on 47,816,434 shares of Common Stock outstanding as of November 6, 2019 as reported on the Issuer's Form 10-Q filed on November 8, 2019.

(1)	Names of reporting persons Millennium Pharmaceuticals, Inc.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 3,750,000
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 3,750,000
(9)	Aggregate amount beneficially owned by each reporting person 3,750,000	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/>	
(11)	Percent of class represented by amount in Row (9) 7.8% <sup>(1)</sup>	
(12)	Type of reporting person (see instructions) CO	

(1) Based on 47,816,434 shares of Common Stock outstanding as of November 6, 2019 as reported on the Issuer's Form 10-Q filed on November 8, 2019.

**Item 1(a) Name of issuer:**

Ovid Therapeutics Inc.

**Item 1(b) Address of issuer's principal executive offices:**

1460 Broadway, Suite 15044 New York, New York 10036

**Item 2(a) Name of person filing:**

Takeda Pharmaceutical Company Limited  
Millennium Pharmaceuticals, Inc.

**Item 2(b) Address of principal business office or, if none, residence:**

Takeda Pharmaceutical Company Limited – 1-1, Nihonbashi-Honcho 2-Chome, Chuo-ku, Tokyo 103-8668, Japan  
Millennium Pharmaceuticals, Inc. – 40 Landsdowne Street, Cambridge, MA 02139

**Item 2(c) Citizenship:**

Takeda Pharmaceutical Company Limited – Japan  
Millennium Pharmaceuticals, Inc. – United States

**Item 2(d) Title of class of securities:**

Common Shares, par value \$0.001 per share

**Item 2(e) CUSIP No.:**

690469101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See the responses to Item 9 on the attached cover pages.

(b) Percent of class: See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote: See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of: See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of: See the responses to Item 8 on the attached cover pages.

The percentages used herein and in this Item 4 are calculated based on 47,816,434 shares of Common Stock outstanding as of November 6, 2019 as reported on the Issuer's Form 10-Q filed on November 8, 2019.

**Item 5. Ownership of 5 Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

See Exhibit 99.1.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**Signatures**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 2019

TAKEDA PHARMACEUTICAL COMPANY LIMITED

By /s/ Yoshihiro Nakagawa  
Name: Yoshihiro Nakagawa  
Title: Corporate Officer, Global General Counsel

MILLENNIUM PHARMACEUTICALS, INC.

By /s/ Paul Sundberg  
Name: Paul Sundberg  
Title: Attorney-in-Fact

## INDEX TO EXHIBITS

- Exhibit 99.1 [Identification of the subsidiary which acquired the security being reported on by the parent holding company](#)
- Exhibit 99.2 [Joint Filing Agreement](#)

**Identification of the subsidiary which acquired the security being reported on by the parent holding company.**

Millennium Pharmaceuticals, Inc. is the direct beneficial owner of 3,750,000 shares of Common Stock of Ovid Therapeutics Inc. Millennium Pharmaceuticals, Inc. is a direct, wholly owned subsidiary of Takeda Pharmaceuticals U.S.A. Inc., which is owned directly by both Takeda Pharmaceutical Company Limited (58.09%) and Takeda Pharmaceuticals International AG (41.91%). Takeda Pharmaceuticals International AG is a wholly owned subsidiary of Takeda Pharmaceutical Company Limited.



**JOINT FILING AGREEMENT**

The undersigned hereby agree that the Statement on Schedule 13G filed herewith (and any amendments thereto), relating to the Common Stock of Ovid Therapeutics Inc, a Delaware corporation, is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(c) under the Securities Exchange Act of 1934, as amended, on behalf of each of the undersigned. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Date: November 22, 2019

TAKEDA PHARMACEUTICAL COMPANY LIMITED

By /s/ Yoshihiro Nakagawa  
Name: Yoshihiro Nakagawa  
Title: Corporate Officer, Global General Counsel

MILLENNIUM PHARMACEUTICALS, INC.

By /s/ Paul Sundberg  
Name: Paul Sundberg  
Title: Attorney-in-Fact